

DRAFT – For Member Approval
BYLAWS
OF THE
B.C.I.T. ALUMNI ASSOCIATION

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**BYLAWS
OF THE
B.C.I.T. ALUMNI ASSOCIATION**

1. INTERPRETATION

1.1 Definitions

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

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Association”** means the registered office address of the Association as on record with the Registrar;
- (c) **“Alumni”** means a Person who has completed either:
 - (1) a technology or trades program of BCIT that has been confirmed by the BCIT office of the registrar and received a Credential; or
 - (2) the final level of an apprenticeship program at BCIT that has been confirmed by the BCIT office of the registrar and qualified for accreditation by the appropriate external accreditation authorities;
- (d) **“Association”** means the “B.C.I.T. Alumni Association”;
- (e) **“BCIT”** means the British Columbia Institute of Technology and any successors thereto;
- (f) **“Board”** means the Directors acting as authorized by the Act, the Constitution, and these Bylaws in managing or supervising the affairs of the Association and exercising its powers;
- (g) **“Board Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board.

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

- (h) **“Bylaws”** means the bylaws of the Association as filed with the Registrar;
- (i) **“Constitution”** means the constitution of the Association as filed with the Registrar;
- (j) **“Credential”** means BCIT approved programs of not less than fifteen (15) credits;
- (k) **“Directors”** means those Persons who are, or who subsequently become, directors of the Association in accordance with these Bylaws and have not ceased to be directors;
- (l) **“Electronic Means”** or **“electronically”** means any system or combination of systems, including but not limited to video, email, telephone, electronic, radio, computer or web-based technology or communication facility, that:
 - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other and participate in a manner comparable, but not necessarily identical, to a meeting where all are present in the same location, and
 - (2) permits all eligible voters to effectively vote on matters;
- (m) **“Eligible Party”** means:
 - (1) a Person who is or was a Director or officer of the Association in accordance with these Bylaws;
 - (2) such other Person described in the Act that is or was appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Association;
 - (3) a Person who holds or held a position described in either sub-paragraph (1) or (2) above in a subsidiary of the Association; or
 - (4) the heir or personal or legal representative of a Person described in (1), (2) or (3) above;
- (n) **“General Meeting”** means a meeting of the Members, and includes any annual general meeting and any special or extraordinary general meetings of the Association;
- (o) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (p) **“Members”** means those Persons who are, or who subsequently become, members of the Association in accordance with these Bylaws and, in either case, have not ceased to be members;
- (q) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (r) **“Ordinary Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or

- (B) by Electronic Means in accordance with these Bylaws, or
- (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- (2) a resolution submitted to the Members and consented to in writing by at least two-thirds of the voting Members.

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

- (s) “**Past President**” means the Person in the office described in section 7.10;
- (t) “**person**” means a natural person;
- (u) “**President**” means the Person elected to the office of president of the Association in accordance with these Bylaws;
- (v) “**Registered Address**” of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (w) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
- (x) “**Secretary**” means a Person elected to the office of secretary of the Association in accordance with these Bylaws;
- (y) “**Senior Manager**” means a Person appointed by the Board under section 13.1 to exercise the Board’s delegated authority to manage the activities or internal affairs of the Association as a whole or in respect of a principal unit of the Association;
- (z) “**Special Resolution**” means:
 - (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds of the votes cast by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting.

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

- (aa) “**Student Association**” means the British Columbia Institute of Technology Student Association;
- (bb) “**Treasurer**” means a Person elected to the office of treasurer of the Association in accordance with these Bylaws; and

(cc) **“Vice-President”** means a Person elected to the office of vice-president of the Association in accordance with these Bylaws.

1.2 **Societies Act Definitions**

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

1.3 **Plural and Singular Forms**

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

2. **MEMBERSHIP**

2.1 **Admission to Membership**

Membership in the Association will be restricted to those Persons who, being Alumni of BCIT, are eligible for membership and who have applied for and been accepted as Members in accordance with these Bylaws.

2.2 **Classes of Membership**

There will be one class of membership in the Association and each Member will have the rights and obligations pursuant to the Act and these Bylaws.

2.3 **Eligibility for Membership**

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

- (a) is an Alumni; and
- (b) is interested in advancing the purposes and supporting the activities of the Association.

2.4 **Transition of Membership**

On the date these Bylaws come into force:

- (a) each Person who is a general member of the Association and eligible for membership under these Bylaws will continue as a Member until ceasing to be in accordance with these Bylaws; and
- (b) each Person or organization that is:
 - (1) a member of the Association not in good standing;
 - (2) an associate member of the Association;
 - (3) an honorary member of the Association; or
 - (4) is otherwise ineligible for membership under these Bylaws, will be deemed to have resigned from membership effective the relevant date for the preceding conditions, provided that such Persons, if eligible, may subsequently apply for membership in accordance with these Bylaws.

2.5 Membership Coordinator

The Board may delegate the review and acceptance of new applications and re-applications for membership to a position or committee within the Association to the membership coordinator.

If no membership coordinator is designated by the Board, then the duties for that position set out in these Bylaws remain with the Board.

2.6 Application for Membership

An eligible Person may apply to the Association to become a Member as follows:

- (a) by submitting a completed application, in such form and manner as may be required by the Association, at the Address of the Association or to an authorized representative of the Association; and
- (b) by submitting such information or documentation as the membership coordinator may require for membership.

2.7 Reviewing and Acceptance of Application

Any designated membership coordinator shall review all applications for membership in the Association and may, if necessary to determine eligibility for membership, request the Person to provide further information or documentation in support of the application.

The membership coordinator may, by entering the Person's information in the membership register, accept that Person as a Member in accordance with these Bylaws.

2.8 Reporting and Ratification of Membership

Any designated membership coordinator shall regularly report to the Board in relation to applications for membership received and approved.

At such times, the Board shall consider a Board Resolution to ratify the approval of memberships made in the last interval and may, if necessary, determine any issues related to membership of an applicant.

2.9 Referral of Application to Board

A designated membership coordinator may at any time refer an application for membership to the Board for further consideration and the Board may, by Resolution, accept, postpone or refuse the application.

The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Association.

2.10 Membership not Transferable

Membership is not transferable.

2.11 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date of delivering their written resignation to the Secretary or to the Address of the Association or on the effective date of the resignation stated therein, whichever is later;
- (b) upon their expulsion; or
- (c) upon death.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

In addition to any rights conferred by the Act, a Member in good standing has the following rights and privileges of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings;
- (d) to nominate Members and to be nominated for election as a Director, in accordance with these Bylaws;
- (e) to serve on committees of the Association, as invited; and
- (f) to participate in the programs and initiatives of the Association, in accordance with such criteria as may be determined by the Board.

3.2 Dues

There will be no annual membership dues.

3.3 Standing of Members

All Members are deemed to be in good standing except a Member who has been suspended by the Association.

3.4 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations, and the policies of the Association in effect;
- (b) abide by such codes of conduct and ethics adopted by the Association; and
- (c) further the purposes, aims, and objects of the Association.

3.5 Discipline of Member

Following an appropriate investigation or review of a Member's conduct or actions, in accordance with the policies established by the Board, the Board may by Board Resolution, expel, suspend, or otherwise discipline a Member for conduct which, in the reasonable opinion of the Board:

- (a) is improper or unbecoming of a Member;
- (b) is contrary to section 3.4; or
- (c) is likely to endanger the reputation or hinder the interests of the Association.

The Board must provide notice of a proposed expulsion, suspension, or discipline of a Member to the Member in question, accompanied by a brief statement of the reasons for the action.

A Member who is the subject of the proposed expulsion, suspension, or discipline will be provided a reasonable opportunity to respond at or before the time the Board Resolution is considered by the Board.

3.6 No Distribution of Income to Members

No part of the income of the Association will be paid or distributed to, or otherwise available for the personal benefit of, any Member, but will be to advance the purposes of the Association.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The General Meetings of the Association will be held in accordance with the Act at such time and place as the Board decides.

4.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

4.3 **Extraordinary General Meeting**

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

4.4 **Calling of Extraordinary General Meeting**

The Association will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the President;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

4.5 **Notice of General Meeting**

The Association will provide notice of every General Meeting as follows:

- (a) by e-mail to each Member who has provided the Society with an e-mail address, sent at least fourteen days before and a maximum of sixty days prior to the date of the General Meeting; and
- (b) by posting notice of the General Meeting on the Society's website for Members, for at least twenty-one days immediately prior to the date of the General Meeting.

In the Board's discretion, if necessary, the Society may send notice of a General Meeting to one or more Members by any of the methods set out in section 18.1.

4.6 **Contents of Notice**

Notice of a General Meeting will specify the place, the date, and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has determined to include participation in a General Meeting by Electronic Means, the meeting notice must inform Members and provide instructions on how this may be done.

4.7 **Omission of Notice**

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Business Required at Annual General Meeting

The following business must be conducted at each annual general meeting of the Association:

- (a) adoption of an agenda;
- (b) approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the report of the Directors;
- (d) consideration of the financial statements and the report of the auditor thereon, if any;
- (e) consideration of any Members' proposals submitted in accordance with the Act;
- (f) election of Directors; and
- (g) any other business required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2 Attendance at General Meetings

In addition to Members, Directors and the Association's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chair, or by Ordinary Resolution.

5.3 Electronic Participation in General Meetings

The Board may hold any General Meeting in whole or in part electronically, allowing some or all Members to participate in the meeting remotely.

To the extent that a General Meeting is to be conducted electronically, the Board must reasonably ensure that all participants are able to communicate and participate in the meeting and that remote participants are able to do so in a manner comparable to in-person participation.

Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

5.4 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting without a quorum.

5.5 **Quorum**

A quorum at a General Meeting is ten Members in good standing on the date of the meeting.

5.6 **Lack of Quorum**

If within thirty minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated. In any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.7 **Loss of Quorum**

If at any time during a General Meeting a quorum is no longer present, business then in progress will be suspended until there is a quorum or until the meeting is adjourned or terminated.

5.8 **Chair**

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

If at any General Meeting the President, Vice-Presidents, or alternate Person appointed as chair by a Board Resolution are not present within fifteen minutes after the appointed meeting time, the Directors present may choose one of their number to preside as chair.

5.9 **Alternate Chair**

A presiding chair of a General Meeting wishing to step down for all or part of a meeting may designate an alternate to chair that meeting or portion. With the consent of a majority of the Members present the designated alternate chair may preside.

5.10 **Chair to Determine Procedure**

In the event of any doubt, dispute, or ambiguity regarding procedural matters at a General Meeting, the chair has authority to interpret, apply, and determine matters in accordance with such rules of order as the meeting has adopted, the Act, and these Bylaws.

5.11 **Adjournment**

A General Meeting may be adjourned but no business will be conducted at a reconvened meeting other than the business left unfinished at the previously adjourned meeting.

5.12 **Notice of Adjournment**

Notice of an adjournment or of the business to be conducted at an adjourned meeting is unnecessary except where adjournment is more than fourteen days, in which case notice will be given as in the original meeting.

5.13 **Minutes of General Meetings**

The Secretary or other Person designated by the Board will ensure minutes are taken for all General Meetings.

6. **VOTING BY MEMBERS**

6.1 **Ordinary Resolution Sufficient**

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

6.2 **Entitlement to Vote**

Each Member in good standing is entitled to one vote on matters determined by the Members, and no other persons are entitled to vote.

6.3 **Voting Other than at General Meeting**

The Board may, in its sole discretion, conduct a vote by Members in good standing other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided that the Association provides each Member with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how to cast a vote.

6.4 **Voting Methods**

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted electronically.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to at least ten percent of the votes present may request a secret ballot. Where so requested the vote will be conducted by written ballot or other means whereby the votes are tallied and presented anonymously, so that the assembly cannot discern how any given Member voted.

6.5 Voting by Chair

If the presiding chair of a General Meeting is a Member, they may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time voting by all Members occurs. The chair does not have a second, tie-breaking vote and a motion or resolution that is tied is defeated. A presiding chair who is not a Member has no vote.

6.6 Voting by Proxy

Voting by proxy is not permitted.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage or supervise the management of the property and the affairs of the Association.

7.2 Composition of Board

The Board is composed of a minimum of eight and a maximum of fourteen Directors as follows:

- (a) at least six and not more than ten persons elected by the Members in accordance with section 8.2 (the number may be set by Board Resolution from time to time);
- (b) not more than two persons appointed by Board Resolution from time to time in accordance with section 7.5;
- (c) the immediate Past President, in accordance with section 7.10; and
- (d) one person appointed by the Student Association as its representative.

7.3 Qualifications of Directors

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

- (a) less than eighteen years of age;
- (b) found by any court in Canada or elsewhere to be incapable of managing his or her own affairs;
- (c) an undischarged bankrupt; or

- (d) convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

In addition, a person must be a Member in good standing in order to be nominated, elected, or appointed as the replacement for an Elected Director. Board Appointed Directors must be Alumni of the Institute and are not required to be Members. The Director appointed by the Student Association is not required to be a Member or an Alumnus.

7.4 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

7.5 Board Appointed Directors

The Board may, from time to time by Board Resolution, appoint as a Director up to two qualified persons having expertise, skills, or knowledge beneficial to the Board or to the Association (as determined by the Board).

7.6 Student Association Representative Director

The Student Association may appoint a Director by delivering to the Address of the Association a written notice of appointment naming the person (who need not be a Member or Alumni). The notice of appointment must be dated and signed by an authorized representative of the Student Association.

7.7 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force continues as a Director for the remainder of their term unless it is ended earlier in accordance with these Bylaws.

Any previous terms served by Directors prior to these Bylaws coming into force will not be counted toward the term limits set out below. The current term of each Director will count.

7.8 Term of Office for Directors

The term of office of a Director is:

- (a) in the case of an elected Director or Board appointed Director, two years, provided that the Board may by Board Resolution determine some or all vacant positions for such Directors to have a term of less than two years; and
- (b) in the case of a Director appointed by the Student Association, one year.

The duration of a Director's term of office is deemed to commence at the close of the annual general meeting at which the Director was elected or appointed. If the Director was elected or appointed other than at an annual general meeting, their term is deemed to have commenced at the close of the next annual general meeting following their election or appointment.

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year their term expires.

7.9 Consecutive Terms and Term Limits

Directors may be elected or appointed for up to six consecutive years, by any combination of terms. A Person who has served as a Director for six consecutive years may not be re-elected for at least one year following the expiry of their latest term.

Notwithstanding this, a Past President who has served as a Director for six consecutive years may continue as a Director for one more year. Following the expiry of this one-year extension, they may not stand for election for at least one year.

7.10 Past President

A person serving as President immediately prior to the current President may consent to be Past President. The term of office as Director for a Past President is deemed to be extended until a new Past President is found, to a maximum of one year.

7.11 Extension of Term to Maintain Minimum Number of Directors

Every Director will normally retire from office at the close of the annual general meeting in the year their term expires. However, if this results in the number of Directors falling below eight, persons previously elected as Directors may consent to continuing to hold office and their term is deemed to be extended until successor Directors are elected.

7.12 Appointment to fill Vacancy

If a Director ceases holding office before the expiry of their term, the Board, by Board Resolution, may appoint a Member qualified in accordance with section 7.2 to fill the vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting with the appointed replacement Director continuing in office unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position.

The period during which an appointed replacement Director serves does not count toward the term limits set out above.

7.13 **Removal of Director**

A Director may be removed before the expiration of a term of office either by Special Resolution or by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote but is entitled to at least seven days' advance written notice of the proposed resolution and to address the Board prior to the vote.

7.14 **Ceasing to be a Director**

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

- (a) upon the date of delivering their written resignation to the President or to the Address of the Association or on the effective date of the resignation stated therein, whichever is later;
- (b) upon the expiry of their term, unless re-elected;
- (c) upon the date the person is no longer qualified pursuant to section 7.2;
- (d) upon removal; or
- (e) upon death.

8. **NOMINATION AND ELECTION OF DIRECTORS**

8.1 **Nomination of Directors**

Nominations for election as a Director must be made in accordance with these Bylaws and any relevant Board policies and procedures, provided that the latter do not conflict with these Bylaws.

All nominations are subject to the following rules:

- (a) a nomination must be made in writing, in a form established by the Association;
- (b) only Members in good standing are eligible to be nominated;
- (c) a Member may self-nominate, and the nomination must be signed by the Member and one other Member;
- (d) a Member may not nominate more nominees than the number of Director positions available for election; and
- (e) nominations must be submitted in advance of an election in accordance with any deadlines established by policy. Nominations are not permitted from the floor at a General Meeting.

8.2 Elections Generally

Except for the Past President and Persons appointed as Directors by Board Resolution or by the Student Association, Directors will be elected by acclamation or by vote of the Members, in accordance with these Bylaws and any relevant election policies and procedures of the Association.

To the extent possible, approximately half of Director positions will become vacant for election each year.

8.3 Election at Annual General Meeting

Election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

8.4 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, eligible nominees are deemed to be elected by acclamation and no vote is required.

8.5 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules will apply:

- (a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;
- (b) ballots will be sent or otherwise made accessible to all Members, and only to those Persons;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- (e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- (f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- (g) in the event of a tie between two or more eligible nominees for the final vacant position, the scrutineers will place one ballot marked for each tied nominee into a suitable container and the President will draw one ballot from the container at random, which nominee selected will be elected to the final vacant position; and

- (h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

8.6 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines are necessary or prudent for the Association, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

9. POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 Powers of Directors

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

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

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Association. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Association in furtherance of the purposes of the Association.

9.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Association;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) subject to sections 9.2(a) to 9.2(c), act in accordance with these Bylaws.

Without limiting sections 9.2(a) to 9.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Association.

9.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Association as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

9.4 Remuneration of Directors and Officers and Reimbursement of Expenses

Directors must not receive remuneration from the Association for acting in their capacity as Directors. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association, provided that all claims for reimbursement are in accordance with established policies.

9.5 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Association, the Board may invest the property of the Association in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Association. The Board may establish further policies related to the investment of the Association's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

9.6 Investment Advice

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

9.7 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Association's property that a prudent investor might delegate in accordance with ordinary business practice.

10. PROCEEDINGS OF THE BOARD

10.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board. Meetings may include regular meetings and ad hoc meetings, as determined by the Board.

10.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

10.3 Ad Hoc Meetings

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

- (a) at the call of the President; or
- (b) by request of any two or more Directors.

10.4 Notice of Board Meetings

At least two days' notice will be sent to each Director of:

- (a) an ad hoc board meeting; or
- (b) a change to a regular board meeting for which notice was previously provided.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means and provide instructions on how to do so.

10.5 Attendance at Board Meetings

Only Directors are entitled to attend each meeting of the Board, but the Board may invite persons to attend as advisors, observers, or guests.

10.6 Participation by Electronic Means

In its discretion, the Board may hold any meeting or meetings of the Board in whole or in part electronically to allow remote participation, and the Association must take reasonable steps to ensure all participants are able to communicate and participate in the meeting.

10.7 Quorum

Quorum for meetings of the Board will be a majority of the Directors currently in office.

10.8 Director Conflict of Interest

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

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) must disclose fully and promptly the nature and extent of their interest;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will be excluded from the meeting or portion thereof at which the contract, transaction or matter is discussed, unless requested by the Board to provide relevant information, and in any case during the vote on the contract, transaction or matter; and
- (e) must refrain from any action intended to influence the discussion or vote.

The Board may also establish policies governing conflicts of interest of Directors and others, consistent with the Act and these Bylaws.

10.9 Chair of Meetings

At all Board meetings the President (or, in the absence or inability of the President, a Vice-President) will preside as chair, subject to a Board Resolution appointing another person.

If at any Board meeting the President, the Vice-Presidents, or an alternate appointed chair are not present within fifteen minutes after the scheduled meeting time (or are present but request not to chair that meeting) the Directors present may choose one among them to chair that meeting.

10.10 Alternate Chair

A presiding chair of a Board meeting wishing to step down for all or part of that meeting may designate an alternate chair. With the consent of a majority of the Directors present the designated alternate chair may preside.

10.11 Chair to Determine Procedure

In the event of any doubt, dispute, or ambiguity regarding procedural matters at a Board meeting, the presiding chair has the authority to interpret, apply, and determine matters in accordance with such rules of order as the meeting has adopted, the Act, and these Bylaws.

10.12 Minutes of Board Meetings

The Secretary or another person designated by the Board will ensure that minutes are taken for all Board meetings.

11. DECISION MAKING AT BOARD MEETINGS

11.1 Passing Resolutions and Motions

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

11.2 Resolution in Writing

A Board Resolution may be in two or more counterparts together deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

11.3 Entitlement to Vote

Subject to section 10.8, each Director is entitled to one vote on all matters at a meeting of Board. No other persons are entitled to a vote at Board meetings.

11.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting at Board meetings may occur in any one or more of the following ways, in the President's discretion:

- (a) show of hands;
- (b) written ballot;
- (c) roll-call vote or poll; or
- (d) electronically.

On the request of any one or more Directors, a vote will be conducted by written ballot or other means whereby the votes are tallied and presented anonymously, so that the assembly cannot discern how any given Director voted.

12. OFFICERS

12.1 Officers

The officers of the Association are the President, Vice-Presidents, Past President, Secretary, and Treasurer, together with such other officers as the Board in its discretion may create. These officers must be Directors.

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

12.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers.

12.3 Term of Officer

The term of office for each officer will be one year, commencing on the date the Director is elected as an officer in accordance with section 12.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

12.4 Removal of Officers

Officers may be removed by Board Resolution.

12.5 Replacement

If for any reason the President or any other officer is unable to complete their term, the Board must remove the officer and elect a replacement without delay.

12.6 Duties of President

The President supervises all officers in the execution of their duties and presides at all Association and Board meetings.

12.7 Duties of Vice-Presidents

Vice-Presidents assist the President in the performance of their duties and will, in the President's absence, perform those duties, in order of seniority. Vice-Presidents also perform additional duties assigned by the Board.

12.8 Duties of Past President

The Past President assists the President in the performance of their duties and in the President's and Vice-Presidents' absence, performs those duties. The Past President also performs additional duties assigned by the Board or the President.

12.9 Duties of Secretary

The Secretary is responsible for:

- (a) issuing meeting notices of the Association and the Board;
- (b) keeping meeting minutes of the Association and the Board;
- (c) custody of all records and documents of the Association, except those required to be kept by the Treasurer;
- (d) maintaining the register of Members; and
- (e) conducting the Association's correspondence.

12.10 Duties of Treasurer

The Treasurer is responsible for:

- (a) keeping the necessary financial records, reports, and returns, including books of account, to comply with the Act and the *Income Tax Act*; and
- (b) presenting financial statements to the Directors, Members and others, when required.

12.11 Absence of Secretary at Meeting

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another person to act as secretary at that meeting.

12.12 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one person known as the Secretary-Treasurer.

13. SENIOR MANAGERS

13.1 Appointment of Senior Managers

The Board may, by Board Resolution, appoint Senior Managers and is responsible for their supervision.

13.2 Removal of Senior Manager

Senior Managers may be removed by Board Resolution.

14. INDEMNIFICATION

14.1 Indemnification of an Eligible Party

Subject to section 14.4 and the provisions of the Act, Eligible Parties holding or having held authority within the Association, are indemnified by the Association against all costs, charges and expenses, including legal and other fees, reasonably incurred in connection with any legal proceeding or investigation, whether threatened, pending,

current, or completed. Indemnification applies to any proceeding or investigation in respect of which an Eligible Party:

- (a) is or may be joined as a party; or
- (b) is or may be liable for any judgment, penalty, or fine awarded or imposed, or an amount paid in settlement.

14.2 Indemnification of an Eligible Party in a Subsidiary

Notwithstanding section 14.1, the Association may, in its discretion, determine whether to indemnify an Eligible Party to the extent of liability for or in respect of expenses by reason of holding or having held a position in a subsidiary of the Association equivalent to the position of an Eligible Party in the Association itself.

14.3 Advancement of Expenses

To the extent permitted by the Act and subject to section 14.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigation may be advanced by the Association prior to the final disposition thereof, in the discretion of the Board, subject to an undertaking satisfactory to the Board by or on behalf of the Eligible Party to repay the amount advanced if ultimately determined under these Bylaws that the Eligible Party is not entitled to indemnification.

14.4 Indemnification Prohibited

Notwithstanding sections 14.1 and 14.2, the Association must not indemnify an Eligible Party against any costs, charges, and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigation, if the Eligible Party:

- (a) has already been reimbursed for such expenses;
- (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that ought to have been done;
- (c) in relation to the matter did not act honestly and in good faith, with a view to the best interests of the Association or any subsidiary of the Association; or
- (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that their conduct, in respect of the material proceeding or investigation was lawful.

14.5 Indemnification not Invalidated by Non-Compliance

The failure of an Eligible Party of the Association to comply with the provisions of the Act, the Constitution, or these Bylaws, does not invalidate any indemnity to which they may be entitled under this Part.

14.6 Approval of Court

The Association may apply for court approval if required by the Act or otherwise to ensure the indemnities herein are effective and enforceable.

14.7 Indemnification Deemed Term

Each Eligible Party of the Association on being elected or appointed is deemed to have contracted with the Association upon the terms of the foregoing indemnities.

14.8 Purchase of Insurance

The Association may purchase and maintain insurance for the benefit of any or all Directors, officers, employees, or agents against personal liability incurred as a Director, officer, employee, or agent.

15. COMMITTEES

15.1 Creation and Delegation to Committees

The Board may create standing and special committees, working groups, or taskforces as may be required. Any such entity will limit its activities to the purposes for which it is created and will have no powers except those specifically conferred by Board Resolution.

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

15.2 Standing and Special Committees

Unless designated as a standing committee, a committee is deemed to be a special committee and must be created for a specified time only.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) at the end of the specified time; or
- (b) the completion of the task for which it was created.

15.3 Committee Chairs and Vice-Chairs

The Board will appoint a Chair and, where the Board determines appropriate, a Vice-Chair for each standing or special committee.

Chairs and Vice-Chairs must be appointed from among the Directors of the Association.

Appointments will be made at the first meeting of the Board following the Annual General Meeting, unless otherwise determined by Board Resolution.

15.4 **Term Limits for Committee Chairs and Vice-Chairs**

A Chair or Vice-Chair may serve in that role for a maximum of three consecutive one-year terms and may not serve more than thirty-six consecutive months in the same role.

Service as Chair and Vice-Chair will be counted separately for the purposes of term limits.

15.5 **Authority in the Absence of the Chair**

If the Chair of a committee is absent or unable to perform their duties, the Vice-Chair will act in place of the Chair.

If neither the Chair nor the Vice-Chair is present within a reasonable time after a committee meeting is scheduled to begin, the committee members present may appoint a Director to act as Chair for that meeting.

A Person acting as Chair under this section has, for the duration of that meeting, the powers and authority of the Chair.

15.6 **Terms of Reference**

If the Board creates a committee, it must establish committee terms of reference. In the exercise of delegated powers committees must conform to any rules imposed by the Board in the terms of reference or otherwise. Committees will report everything done in exercise of those powers at the next meeting of the Board or at such other time as the Board may determine.

15.7 **Meetings**

Committees may meet and adjourn as they think proper and meetings are governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

16. **EXECUTION OF INSTRUMENTS**

16.1 **No Seal**

The Association will not have a corporate seal.

16.2 **Execution of Instruments**

Contracts or documents requiring the signature of the Association may be signed:

- (a) by the President and one other Director, or
- (b) if the President is unavailable to sign, by any two Directors.

All contracts and documents so signed are binding upon the Association without any further authorization or formality.

The Board may by Board Resolution appoint any officers or persons, on behalf of the Association, to sign contracts or other documents generally or to sign specific contracts, documents or instruments in writing.

16.3 Signing Officers

The Board will, from time to time by Board Resolution, appoint signing officers who shall be authorized to sign cheques and all banking documents on behalf of the Association.

17. FINANCIAL MATTERS AND REPORTING

17.1 Fiscal Year

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

17.2 Accounting Records

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

17.3 Borrowing Powers

In carrying out the purposes of the Association and on its behalf, the Board may raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees and by issuing debentures.

17.4 Restrictions on Borrowing Powers

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

17.5 When Audit Required

Though generally not required, the Association will conduct an audit or review of its annual financial statements if:

- (a) the Directors determine to conduct an audit or review by Board Resolution; or
- (b) the Members require the appointment of an auditor by Ordinary Resolution.

An appointed auditor must be qualified in accordance with the relevant provisions of Part 9 of the Act and these Bylaws.

17.6 Appointment of Auditor at Annual General Meeting

If initiating an audit or review, the Association will appoint an auditor at an annual general meeting, to hold office until reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act, or until the Association no longer wishes to engage the auditor.

17.7 Vacancy in Auditor

Except as provided in section 17.8, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

17.8 Removal of Auditor

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

17.9 Notice of Appointment

The Board must promptly inform an auditor in writing of appointment or removal.

17.10 Restrictions on Appointment

Any person appointed as auditor for the Association must be independent of it in accordance with section 113 of the Act.

17.11 Auditor's Report

If appointed, the auditor must prepare a report on the financial statements of the Association in accordance with the requirements of the Act and applicable law.

17.12 Participation in General Meetings

An appointed auditor is entitled in respect of a General Meeting to:

- (a) receive every notice relating to the meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard on any part of the meeting business that deals with the auditor's duties or function.

An auditor present at a General Meeting at which the financial statements are considered must answer questions concerning those statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

18. NOTICE GENERALLY

18.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member, or a Director either personally; by delivery, courier, or mail posted to the person's Registered Address; or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail.

18.2 When Notice Deemed to have been Received

A notice sent by mail is deemed to have been given on the day following the day on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, except that: if a labour dispute which might reasonably be expected to delay the delivery of notice by mail occurs between the time of posting and the deemed giving of the notice, notice is only effective when actually received.

Notice delivered personally, by delivery or courier, by facsimile, or by email is deemed to have been given on the day it was so delivered or sent.

18.3 Days to be Counted in Notice

If a number of days' notice 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 are not counted in calculating the number of days required.

19. MISCELLANEOUS

19.1 Dissolution

In the event of winding up or dissolution of this Association, any funds and assets of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations promoting the same objects of this Association. If the foregoing cannot be effected, then the funds and assets shall be given or transferred to a charitable organization, charitable corporation, or charitable trust registered as such pursuant to the federal *Income Tax Act*.

19.2 Inspection of Documents and Records

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

A Member in good standing is entitled, upon providing at least fourteen days' notice in writing to the Association, to inspect any of the following documents and records of the Association at the Address of the Association during the Association's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of Directors and registered office of the Association;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) any resolutions in writing of the Members;

- (e) annual financial statements relating to a past fiscal year received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Association's certificate of incorporation, and any other certificates, confirmations, or records issued to the Association by the Registrar;
- (i) copies of orders made by a court, tribunal, or government body in respect of the Association;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) disclosures of Directors or Senior Managers regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Association. However, subject to any relevant Board policies a Member in good standing may request, in writing delivered to the Address of the Association, to inspect any other document or record of the Association and the Board may in its discretion allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary.

Copies of documents that Member are permitted to inspect will be provided to Members on request for a fee set by the Board, not exceeding the limit prescribed by the Act.

19.3 Right to become Member of other Association

The Association may subscribe to, become a member of, and cooperate with any other society, corporation, or association whose purposes or objectives are similar to the Association's.

20. BYLAWS

20.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled, upon request, to access a copy of the Constitution and these Bylaws provided by the Association.

20.2 Special Resolution required to Alter Bylaws

These Bylaws may be amended only by Special Resolution.

20.3 Effective Date of Alteration

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