

BYLAWS

BYLAW I – INTERPRETATION

1. In these Bylaws, unless the context otherwise requires:
 - a) **“Association”** means Vancouver Island Providence Community Association;
 - b) **“Board”, “Directors”, “Board of Directors”** means collectively the Directors authorized by the Bylaws to manage the affairs of the Association and to exercise the powers of the Association;
 - c) **“Bylaws”** mean the Bylaws of the Association as filed in the Office of the Registrar of Companies;
 - d) **“Congregation”** means the Religious Institute of Pontifical Right known as the Sisters of Saint Ann; represented by the Congregational Leader and the General Council of the Institute;
 - e) **“Constitution”** means the Constitution of the Association as filed in the Office of the Registrar of Companies;
 - f) **“Documents Received”** means where these Bylaws refer to a requirement that a document be received at the Office of the Association, it is understood that that means that it is required that such document be or have been acknowledged as received either physically or electronically by staff or by a Director at the Office of the Association;
 - g) **“Meetings”** means, in all instances, a meeting conducted according to the Bylaws herein, specifically including:
 - i) A meeting of the Board, including:
 - a) ‘Ordinary meeting’: a meeting of the Board typically held at a regular date and time monthly, to address regular ongoing business of the Association.
 - b) ‘Extraordinary meeting’: a meeting of the Board convened to address special business such as resolutions of extraordinary import to the Association, which business, in the best interests of the Association according to its Purposes, cannot be reasonably postponed until the next ordinary meeting of the Board.

And,

- ii) A ‘General Meeting’, meaning a meeting of the members of the Association, including:
 - a) ‘Annual General Meeting’: a regular annual meeting of the membership.
 - b) ‘Extraordinary General Meeting’: a meeting of the membership convened to address special business such as resolutions of extraordinary import to the membership of the Association, which business, in the interests of the Association according to its Purposes, cannot be reasonably postponed until the next Annual General Meeting.

- h) **“Members”** mean the Members of the Association;

- i) **"Motion"**, in the sense of a proposal brought to a meeting for discussion and decision by vote, is identical to "Resolution";

- j) **“The Sisters of Saint Ann”** means the Sisters of Saint Ann of St. Joseph’s Province, operating in the secular world as “The Sisters of Saint Ann”, and incorporated by a Private Act of the Legislative Assembly of the Province of British Columbia, namely Chapter 58 of the Statutes of British Columbia, 1892;

- k) **“Registered Address”** of a member means a member’s address as recorded in the Association’s register of members;

- l) **“Resolution”** includes:
 - i) **“Board Resolution”** means a motion addressing business of the Association, presented for a vote at an Ordinary or Extraordinary Meeting of the Board.
 - ii) **“Ordinary Resolution”** means a motion addressing business of the Association, presented for a vote at a general meeting of members.
 - iii) **“Special Resolution”** means a Special Resolution as defined by the *Society Act*, and includes any motion to be passed for the purpose of either altering the Constitution, the Bylaws, or the Purposes of the Association, or of altering or disposing of any or all of the Association’s real property.

- m) **“Rule”** means a principle or regulation governing proceedings of meetings under Bylaw V;

- n) **“Society Act”** means the *Society Act of British Columbia*, from time to time in force, and all amendments thereto.

2. In these Bylaws, where the context requires, words importing the singular shall include the plural, and words 'they', 'them' and 'their', unless otherwise particularly qualified, shall be understood to include female or male persons, or both, and to include singular and plural.
3. For the purposes of these Bylaws, documents will be considered to be written and in writing if received by electronic transmission and reproduced on paper, or if received by facsimile transmission.

BYLAW II – MEMBERSHIP

1. The members of the Association shall uphold and abide by the Constitution and Bylaws of the Association.
2. All applications for membership shall be submitted to the Board. The Board, in its absolute unfettered discretion, may approve or reject any application for membership. Upon approval by the Board, at the sole discretion of the Board, the applicant shall become a member upon payment of fees. The Board may appoint a subcommittee of the Board for the purposes of reviewing membership applications and for making recommendations to the Board as to prospective membership applicants. The Board may, upon its own initiative, nominate persons for membership in the Association. Members must be of legal age in the Province of British Columbia. Membership in the Association is non-transferable.
3. All members are in good standing except a member who has failed to pay their current annual membership fee, or any other subscription or debt due and owing by the member to the Association, and the member is not in good standing so long as the debt remains unpaid.
4. There shall be four classes of membership:
 - a) *individual* membership in the Association entitles each person to one vote at any meeting of members of the Association, upon full payment of annual individual membership fees in accordance with provision of the Bylaws of the Association from time to time in force;
 - b) *family* membership in the Association entitles each family to one vote at any meeting of members of the Association, upon full payment of annual family membership fees in accordance with provision of the Bylaws of the Association from time to time in force;
 - c) *corporate* membership entitles each corporate entity to one vote at any meeting of members of the Association, upon full payment of annual corporate membership fees in accordance with provision of the Bylaws of the Association from time to time in force;
 - d) the Board, for reasons and upon terms as it deems appropriate, may appoint individuals to be *honorary* lifetime members of the Association which members shall not be required

to pay any membership fees as may be prescribed by the Board from time to time. Such a member shall have a full voting membership in the Association. Excepting payment of membership fees, honorary membership is subject to conditions and procedures as for regular membership as may from time to time be in force, including provisions for rescinding membership of an honorary lifetime member.

BYLAW III – MEMBERSHIP FEES

Fees shall be payable by members in such amounts and in such manner and at such time as may be provided from time to time by the Directors of the Association. The Board shall have the power to waive the payment of fees by individual members from time to time, in its sole discretion.

BYLAW IV – WITHDRAWAL AND EXPULSION

1. Any member who desires to withdraw from membership in the Association may notify the Directors in writing and, upon receipt by the Directors of such notice, the member shall cease to be a member.
2. If at any time the Directors decide that a member is not acting in the best interest of the Association they may establish a hearing at which it will be decided whether or not the said member should be expelled from the Association.
3. Where the Directors have elected to hold a hearing as provided in Bylaw IV (2), notice in writing by prepaid first class mail shall be mailed to the member concerned providing particulars of the alleged conduct of the member which has led the Directors to form the opinion that the member is not acting in the best interest of the Association. The notice will require the member to attend a meeting of the Management Committee (as defined in Bylaw X, Article 1) to be held at least fifteen (15) days after the notice has been posted.
4. The said hearing of the Management Committee shall be conducted in the following manner:
 - a) The member shall be informed orally by the committee of the alleged conduct of the member which has led them to consider the expulsion of the member from the Association.
 - b) The member, either orally or in writing or both, shall be afforded at the hearing the opportunity to make a full response to the particulars of the Directors' allegations or concerns.
 - c) The members of the Management Committee may ask questions of the member with respect to the alleged conduct of the member with which the Directors are concerned.

- d) No matter other than the specific alleged conduct of the member of which particulars have been given in the notice given to the member shall be addressed at the meeting.
 - e) At any meeting of the Management Committee with respect to the expulsion of a member, the Management Committee has the power, subject to the requirements of these Bylaws, to proceed in such a manner as in its absolute discretion it sees fit and is not bound by the rules of evidence or other legal rules. Without limiting the generality of the foregoing, the Management Committee has the power to summon before it any member and to require the member to produce such documents and records as it may request, to adjourn the hearing or meeting from time to time, and to receive evidence otherwise than under oath.
5. Where the member fails to attend the said meeting of the Management Committee after having been sent the required notice, the Management Committee may proceed to consider and determine the proposed expulsion of the member.
 6. Where the member whose alleged conduct is being considered is a member of the Management Committee, such member will not be entitled to sit as a member of the Management Committee at the hearing of the alleged conduct.
 7. The Management Committee shall consider all of the information and submissions given to it at the said hearing and determine whether, in its opinion, the alleged conduct of the member is not in the best interest of the Association and therefore grounds for expulsion.
 8. The expelled member shall be given the decision of the Management Committee in writing and the reasons thereof. The member shall be given notice that he has the right to have the decision of the Management Committee considered by the Board, and that he may exercise that right by notifying the Board in writing within twenty-one (21) days after the decision has been made to him, that he wishes to make a written submission to the Board and/or to attend a Board meeting to make an oral submission.
 9. If the expelled member fails to request that a decision of the Management Committee be considered by the Board within the time prescribed by this Bylaw, the decision and action of the Management Committee shall be final and binding upon the member concerned.
 10. Where the expelled member requests a decision of the Management Committee be considered by the Board, the member shall make a submission in writing to the Board as to why the decision should not be upheld, and may, at his own request, appear before the Board to make an oral submission to the Board. When such request is made, the Vice-Chair shall provide the Board with a copy of the decision of the Management Committee, including the reasons thereof. The Board has the power, upon a majority vote of those present, to make any decision it sees fit concerning whether or not a member's alleged conduct is in the best interest of the Association and therefore grounds for expulsion.
 11. The decision of the Board shall be final and binding upon the expelled member.

12. The expelled member shall not be entitled to written reasons for the decision of the Board.
13. Where the expelled member is a member of the Board, they shall not attend any meeting of the Management Committee or Board, other than to make the oral submissions referred to in this Bylaw, and shall not be entitled to vote on the decision of the Management Committee or the Board.
14. A member ceases to be in good standing when such member has failed for a period of sixty (60) days to pay fees as may be prescribed from time to time by the Directors.
15. Upon termination of membership in the Association, such member shall have no further interest of any kind in the Association.

BYLAW V – MEETINGS OF MEMBERS

1. The Annual General Meeting shall be held within one hundred twenty (120) days of the fiscal year end of the Association and, in any event, once in every calendar year and not more than fifteen (15) months after the adjournment of the previous Annual General Meeting.
2. Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
3. Extraordinary general meetings shall be convened by order of the Directors at such time and place as may be determined by the Directors. An extraordinary general meeting must be called upon receipt of written request of at least ten per cent (10 %) of the membership.
4. 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.
5. A quorum for the transaction of business at any meeting of members shall consist of not less than twenty percent (20%) of the membership, or fifteen (15) members in good standing, whichever is less, provided that, in no event, shall the quorum be less than ten (10) persons. In the event that a quorum has not been achieved at any meeting of members, that meeting shall be adjourned, according to Bylaw V (6).
6. Any general meeting of the Association may be adjourned to any time and from time to time. Business may be transacted at such an adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any adjournment unless that meeting is adjourned for more than fourteen (14) days, in which case, notice of adjournment must be given as in the case of the original meeting.

7. An Annual General Meeting may be adjourned only in the event of conditions such as extreme weather or a natural or other disaster affecting the community, but not for reasons arising from the business or activities of the Association, and, in any event, an Annual General Meeting shall be held within a time as indicated in Bylaw V, Article 1.
8. An Ordinary Resolution passed at a general meeting of the members of the Association shall require a simple majority of the votes cast in person.
9. An Ordinary Resolution submitted to the members of the Association and consented to in writing by one hundred percent (100%) of the members who would have been entitled to vote on it in person at a general meeting of the Association shall be understood as having been passed.
10. A Special Resolution submitted to the members of the Association and consented to in writing by one hundred percent (100%) of the members who would have been entitled to vote on it in person at a general meeting of the Association shall be understood as having been passed.
11. Voting by proxy is not permitted.
12. A member in good standing present at a meeting is entitled to one vote.
13. One member of legal age representing a family membership may be designated to vote and in all other respects exercise the rights of a member, and that representative shall be recognized as a member for all purposes with respect to a general meeting of the Association.
14. A corporate member may vote by its authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a member, and that representative shall be recognized as a member for all purposes with respect to a general meeting of the Association.
15. Unless the Chair determines otherwise, Democratic Rules of Order (most recent edition at the time of the meeting) shall apply to all meetings of the Association, including meetings of the Directors.

BYLAW VI – DIRECTORS AND OFFICERS

1. There shall be a Board consisting of no fewer than six (6) and no more than fifteen (15) members. All of them shall have been members for a period of at least one (1) year prior to each member's election as a Director. By unanimous agreement, however, the Board may waive the requirement that a prospective Director shall have been a member in good standing for one (1) year.
2. One-third (1/3) of the current number of Directors, but no fewer than two (2), each serving a term of three (3) years, shall be elected at each Annual General Meeting.

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Nominations in writing for prospective Directors must be received by the Secretary of the Association fourteen (14) days prior to the date of notice of the Annual General Meeting.

3. Directors are eligible to serve a maximum of six (6) consecutive years. After a minimum of a one-year absence, a former Director is eligible to stand for re-election to the Board.
4. The Directors may, at any time and from time to time, appoint a member as a Director to fill a vacancy of the elected Directors. A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Association, but is eligible for re-election at the meeting.
5. An election of a Director may be by acclamation; otherwise, it must be by ballot.
6. The Association shall strive to maintain a balanced and diverse composition of Directors.
7. The Directors may exercise all the powers and do all the acts and things that 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 Association in General Meeting, but subject nevertheless to:
 - a) all laws affecting the Association;
 - b) these Bylaws;
 - c) rules consistent with the Bylaws that are made from time to time by the Association in General Meeting;
 - d) conducting of the Association's business with integrity and due diligence.
8. A Director shall automatically be terminated if any of the following events occur:
 - a) the Director notifies the Association in writing at its registered office that they have resigned from their position. Any such resignation shall be effective at the time it is received or at the time specified in the notice, whichever is later;
 - b) the Director ceases to be a member in good standing;
 - c) the members may, by resolution passed with at least seventy-five per cent (75%) of the votes cast at a meeting of members of which notice specifying the intention to pass such resolution has been given in accordance with these Bylaws, remove any Director before the expiration of his or her term of office and may, by majority of votes cast by the members present and entitled to vote at that meeting of members, elect any person to serve in the place of the removed Director until the next annual meeting of the members;
 - d) the Director becomes bankrupt or suspends payment of their debts;

- e) upon their death; or,
 - f) the Director is convicted of an indictable offense.
9. No employee or active participant in programs of the Association is eligible to be a Director.
10. A Director of the Association who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extent of the interest to each of the other Directors.
11. A Director shall not participate in any discussion or vote in respect to a contract or transaction in which they are directly or indirectly interested, or in respect of any matter whereby a conflict of duty or interest may arise by virtue of the Director's holding any office or possession of any property in respect thereto.
12. Every Director referred to in the two immediately preceding paragraphs shall account to the Association for any profit made as a consequence of the Director having entered into or having performed a proposed contract, transaction or arrangement, unless:
- a) they disclose their interest as provided herein;
 - b) after their disclosure, the proposed contract, transaction or arrangement is approved by the Board; and
 - c) they abstain from discussion and voting on the approval of the proposed contract, transaction or arrangement; or unless:
 - d) they make disclosure at the first meeting after the relevant facts come to their knowledge and the Board either confirms the contract, transaction or arrangement, or waives the necessity of disclosure considering all the circumstances; or they make full disclosure of the nature and extent of their interest in the contract, transaction or arrangement and thereafter it is approved by a resolution of the Board.

BYLAW VII – DUTIES OF OFFICERS

1. The Officers of the Association shall be a Chair, a Vice-Chair, a Treasurer and a Secretary. Such Officers shall be elected by the Directors from their number at the first meeting of the Directors following the Annual General Meeting and shall hold office until the next election of Officers by the Directors or in the event that such Officers cease to be a member in good standing of the Association.
- a) The Chair's duties shall include presiding at all meetings of the Board and of meeting of members of the Association. The Chair is considered a member of all committees. The Chair shall have general supervision of the activities of the

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Association and shall perform such duties as may be assigned by the Board from time to time.

- b) The Vice-Chair shall carry out the duties of the Chair during the Chair's absence.
- c) The Treasurer's duties shall be to keep, or cause to be kept, such financial records, including books of account, as are necessary to comply with the *Society Act*. The Treasurer shall keep, or cause to be kept, full and accurate account which will record all receipts and disbursements of the Association and, under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association. The Treasurer shall render financial statements to the Directors, members and others when required.
- d) The Secretary's duties shall include responsibility for delegation and supervision of conducting the correspondence of the Association, issuing notices of meetings of the Association and Directors, and recording and keeping the minutes of all meetings of the Association and Directors. The Secretary shall keep, or cause to be kept, all records and documents of the Association except those required to be kept by the Treasurer, and keep, or cause to be kept, the register of members and the list of official representatives and alternates for family and corporate memberships. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

BYLAW VIII – MEETINGS OF DIRECTORS

1. The Directors shall conduct regular monthly meetings to conduct the Association's business at a place, date and time as determined by the Directors.
2. Extraordinary meetings of the Board may be called by the Chair. An extraordinary meeting shall be called within ten (10) days of the receipt, at the Office of the Association, of a written request signed by not less than three (3) Directors.
3. A quorum for a meeting of the Board shall be no fewer than fifty percent (50%) plus one (1) of the duly elected Directors at that time or such other numbers as may be determined from time to time at a General Meeting.
4. Written and/or electronic notice of all meetings of the Board shall be mailed or delivered to each Director at least five (5) days prior to the date of the meeting. Notice of extraordinary meetings shall state the business to be transacted and no business other than that stated shall be transacted.
5. 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.

6. A resolution proposed at any meeting of Directors shall be decided by a majority of votes cast by those Directors present and eligible to vote at that meeting. In the case of an equality of votes the Chair shall not have a second vote in addition to the vote to which they may be entitled as a Director and the proposed resolution shall not pass.
7. In order to be passed, a Board Resolution or a Special Resolution that has been submitted in writing to all Directors, aside from at any meeting, requires consent in writing by seventy-five percent (75%) of the Directors who would have been entitled to vote at a meeting of the Board.

BYLAW IX – REGISTERS

1. Register of Members

The Secretary shall keep, or cause to be kept, a register on which the names of all members are listed together with the following particulars:

- a) the full name, residential address, mailing address, email address, telephone number and facsimile number, as applicable to each member;
- b) if a family membership, the name of the official representative and alternate;
- c) if a corporate membership, the legal name and address of the business, and the phone and facsimile numbers and email addresses of the official representative and alternate;
- d) the date upon which the member is admitted as a member;
- e) the date upon which any member ceases to be a member; and,
- f) any other information that may be required by the *Society Act*.

2. Register of Directors

The Secretary shall keep, or cause to be kept, a register in which the Directors of the Association are listed, together with the following particulars:

- a) the full name, residential address, mailing address, email address, telephone number and facsimile number, as applicable to each Director;
- b) the date upon which each Director was elected or appointed as a Director;
- c) the date upon which that Director ceases to be a Director; and,
- d) any other information required from time to time by the Directors or the *Society Act*.

BYLAW X – COMMITTEES OF THE BOARD

1. There shall be a Management Committee consisting of the Chair, Vice-Chair, Treasurer, Executive Director, Operations Manager and Finance Manager and one other Director appointed by the Board of Directors. The Executive Director, Operations Manager and Finance Manager shall be non-voting members of the Management Committee.
2. The Chair of the Management Committee may, at any time, and shall, at the request of any two members thereof, convene a meeting of the Management Committee. A quorum shall be three voting members thereof.
3. Subject to the direction and control of the Board, the Management Committee shall have the power to transact all regular business of the Association during the interim between meetings of the Board which, in the opinion of the Management Committee, should not be deferred until the next meeting of the Board. The Management Committee shall report to the Board at each meeting of the Board concerning all business and other matters transacted or undertaken since its last report.
4. There shall be a Finance Committee consisting of the Vice-Chair, Treasurer, Executive Director, Finance Manager, and two other Directors appointed by the Board of Directors. The Treasurer shall be the Chair of the Finance Committee. The Executive Director and the Finance Manager shall be non-voting members of the Finance Committee.
5. The Chair of the Finance Committee may, at any time, and shall, at the request of any two members thereof, convene a meeting of the Finance Committee. A quorum shall be three voting members thereof.
6. Subject to the direction and control of the Board, the Finance Committee shall provide long term financial forecasting and annual budget recommendations and advice to the Board of Directors to ensure that the Association operates upon a sound financial basis, and consistent with and supportive of the Constitution of the Association.
7. The Board of Directors shall establish or continue such additional standing committees as deemed necessary and may delegate any, but not all, of their powers to such committees. Such committees shall consist of a Director or Directors as the Board deems fit. Such committees may include Association members, staff and/or other persons, such as community members as may be deemed expedient for carrying out the Association's activities and Purposes.
8. Each representative of a member who wishes to serve upon a committee must disclose to the Directors any conflict of interest or any potential conflict of interest, direct or indirect, which the member has or may have due to the matters considered by such committee, and the Directors may decide that such representative may not serve upon such committee or that such member may not have a representative serve upon such committee. The Directors may, at any time, remove from a committee any member of such committee

who is, directly or indirectly, in a position of conflict of interest with respect to the matter considered by such committee, provided that no member of a committee shall be removed until they have been given notice of the proposed action setting out the reason(s) for the proposed action, and an opportunity to be heard by the Directors at an ordinary meeting.

9. The Board of Directors shall define the jurisdiction and duties of all committees and may appoint any additional or special committees as it sees fit at any time and without the consent of the members of the Association.
10. A committee shall meet at the call of its Chair, may appoint sub-committees for carrying out its work, shall not contract any indebtedness without authorization of the Board of Directors, and shall submit a report on its work to the Board of Directors or at meetings of the Association when required by the Board of Directors.
11. Questions arising at any meeting of a committee shall be decided by a majority of votes. Resolutions proposed at a meeting of a committee must be seconded and the Chair of a meeting may move or propose a resolution. In case of an equality of votes, the Chair does not have a second vote and the resolution fails.
12. No member of a committee or subcommittee of the Board shall be eligible for compensation for work undertaken in relation to the committee, except for reimbursement for reasonable expenses in performing the duties of a committee member.
13. The Board of Directors shall be required to develop a policy on signing officers.

BYLAW XI – AUDIT OF ACCOUNTS

1. The Association is required to have an external review of the books and records on an annual basis by an independent accountant holding a professional designation recognized in the Province of BC.
2. The Accountant designated to review the books and records of the Association shall be appointed annually by the members of the Association at the ordinary or annual general meeting and, upon failure of the members to appoint an Accountant, the Directors may do so.
3. The Board of Directors shall issue, at least annually, financial statements prepared in accordance with Canadian generally accepted accounting principles and containing either a review engagement or audit report by the independent Accountant. The financial statements will reflect the financial position of the Association and shall contain a balance sheet, a statement of operations and net assets, and a cash flow statement as well as any other statements required under reporting standards for not for profit organizations. The Accountant shall make a written report to the members upon the financial statements and, in every such report, shall state whether, in the opinion of the Accountant, the financial statements present fairly the financial position of the Association, and such report shall be delivered at the Annual General Meeting.

4. The Association may remove the Accountant by Ordinary Resolution. The Accountant must be properly informed in writing of their appointment or removal. The Accountant may attend general meetings.

BYLAW XII – BORROWING POWERS

1. In order to carry out the purposes of the Association, the Directors, subject to obtaining any necessary membership approval, may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as they decide.
2. No mortgage or general security agreement (“Securities”) shall be issued without the sanction of a Special Resolution, which resolution may refer to a particular issue of Securities or may confer upon the Directors a general power to issue Securities for a period not exceeding one year from the date upon which the resolution is passed.
3. The members may, by Special Resolution, restrict the borrowing powers of the Directors but a restriction so imposed expires at the next general meeting.
4. The Directors may resolve by majority vote to borrow funds on a temporary basis to cover operating expenses included in the current year’s operating budget. However, these borrowings shall not exceed ten percent (10%) of the total budget expenditures. This resolution for temporary borrowing shall expire at the end of the budget fiscal year.
5. The Directors may only invest or re-invest monies held by the Association in one or more of the following:
 - a) securities of Canada or a province;
 - b) securities guaranteed for principal and interest by Canada or a province;
 - c) securities of a municipality, regional district or greater board;
 - d) investments guaranteed by a chartered bank;
 - e) deposits in a savings institution, or non-equity or membership shares of a credit union.

BYLAW XIII – INDEMNIFICATION AND LIABILITY

1. Subject to the provisions of the *Society Act*, the Association shall indemnify each Director, or former Director, of the Association and their heirs and personal representatives of such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment actually and reasonably incurred, including any amount paid to settle an action or satisfy a judgment in a civil, criminal or

administrative action or proceeding to which the Director is made party by reason of being a Director of the Association. Each Director, upon being elected or appointed, shall be deemed to have contracted with the Association upon the terms of the foregoing indemnity.

2. Subject to the provisions of the *Society Act*, the Directors may cause the Association to indemnify any officer, employee or agent of the Association, and the heirs and personal representatives of such person against all costs, charges and expenses whatsoever incurred by them, and resulting from their acting as an officer, employee or agent of the Association.
3. The failure of a Director or Officer of the Association to comply with the provisions of the *Society Act* or of the Constitution or these Bylaws shall not invalidate any indemnity to which such person is entitled hereunder.
4. The Directors may cause the Association to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, Officer, employee or agent of the Association and the heirs and personal representatives of such person against any liability incurred by them as a Director, Officer, employee or agent.

BYLAW XIV – NOTICES OF MEETINGS

1. Whenever notice of a meeting or any matter is required to be given to the members or to members of committees of the Association, such notice may be given either personally or by mail, postage prepaid, or electronically to the address or email address, as their address appears on the records of the Association.
2. Any notice sent by post or electronically shall be deemed as having been given upon the second day following the day upon which the notice is sent, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle or sent electronically.
3. Notice of the time and place of such meetings shall specify the place, day and hour of the meeting and the general nature of business, and such notice must be given in the manner permitted in these Bylaws at least fourteen (14) days before the holding of the meeting. The members may waive or reduce the period of notice for a particular meeting by unanimous consent or in the event that all members attend such a meeting.

BYLAW XV – BYLAWS

1. On being admitted to membership, each member is entitled to, and the Association must give the member without charge, a copy of the Constitution and Bylaws of the Association.
2. These Bylaws must not be altered or added to except by Special Resolution.