

**BYLAWS
OF THE
VANCOUVER ABORIGINAL CHILD AND FAMILY SERVICES SOCIETY**

TABLE OF CONTENTS

1.	INTERPRETATION	1
1.1	Definitions	1
1.2	<i>Societies Act</i> Definitions.....	3
1.3	Plural and Singular Forms.....	3
2.	MEMBERSHIP	3
2.1	Admission to Membership.....	3
2.2	Classes of Membership.....	4
2.3	Eligibility for Voting Membership	4
2.4	Eligibility for Associate Membership	4
2.5	Transition of Membership.....	5
2.6	Application for Membership.....	5
2.7	Membership not Transferable.....	5
2.8	Cessation of Membership.....	6
3.	MEMBERSHIP RIGHTS AND OBLIGATIONS.....	6
3.1	Rights of Membership	6
3.2	Member not in Good Standing.....	6
3.3	Dues	7
3.4	Standing of Members	7
3.5	Compliance with Constitution, Bylaws and Policies	7
3.6	Expulsion of Member	7
3.7	No Distribution of Income to Members	7
4.	MEETINGS OF MEMBERS.....	7
4.1	Time and Place of General Meetings	7
4.2	Annual General Meetings.....	7
4.3	Extraordinary General Meeting.....	8
4.4	Calling of Extraordinary General Meeting.....	8
4.5	Notice of General Meeting.....	8
4.6	Contents of Notice.....	8
4.7	Omission of Notice	8
5.	PROCEEDINGS AT GENERAL MEETINGS.....	8
5.1	Business Required at Annual General Meeting	8
5.2	Requirement of Quorum.....	9

5.3	Quorum.....	9
5.4	Lack of Quorum.....	9
5.5	Loss of Quorum.....	9
5.6	Chair	9
5.7	Alternate Chair	9
5.8	Adjournment.....	10
5.9	Notice of Adjournment.....	10
6.	VOTING BY MEMBERS.....	10
6.1	Ordinary Resolution Sufficient.....	10
6.2	Entitlement to Vote.....	10
6.3	Voting Methods	10
6.4	Voting by Proxy	10
7.	DIRECTORS	10
7.1	Management of Property and Affairs	10
7.2	Qualifications of Directors	11
7.3	Composition of Board.....	11
7.4	Board Appointed Elder Advisors.....	11
7.5	Invalidation of Acts	11
7.6	Election of Directors	12
7.7	Election by Secret Ballot	12
7.8	Voiding of Ballots	12
7.9	Transition of Directors' Terms	12
7.10	Term of Directors	12
7.11	Extension of Term to Maintain Minimum Number of Directors	12
7.12	Appointment to fill Vacancy	13
7.13	Removal of Director	13
7.14	Ceasing to be a Director.....	13
8.	POWERS AND RESPONSIBILITIES OF THE BOARD	13
8.1	Powers of Directors.....	13
8.2	Duties of Directors.....	14
8.3	Remuneration of Directors and Officers and Reimbursement of Expenses	14
8.4	Investment of Property and Standard of Care	14
8.5	Investment Advice.....	14
8.6	Delegation of Investment Authority to Agent.....	14
9.	PROCEEDINGS OF THE BOARD	15
9.1	Board Meetings.....	15
9.2	Notice of Board Meetings	15

9.3	Participation by Electronic Means	15
9.4	Quorum.....	15
9.5	Director Conflict of Interest.....	15
9.6	Chair of Meetings.....	16
9.7	Alternate Chair	16
10.	OFFICERS	16
10.1	Officers.....	16
10.2	Election of Officers	16
10.3	Term of Officer	16
10.4	Removal of Officers.....	16
10.5	Replacement.....	16
10.6	Duties of Chair	17
10.7	Duties of Vice-Chair	17
10.8	Duties of Secretary.....	17
10.9	Duties of Treasurer	17
10.10	Absence of Secretary at Meeting	17
10.11	Combination of Offices of Secretary and Treasurer.....	17
11.	INDEMNIFICATION	17
11.1	Indemnification of Directors and Eligible Parties.....	17
11.2	Purchase of Insurance	18
12.	COMMITTEES	18
12.1	Creation and Delegation to Committees.....	18
12.2	Standing and Special Committees	18
12.3	Terms of Reference	18
12.4	Meetings	18
13.	NOMINATING COMMITTEE	19
13.1	Requirement to Establish a Nominating Committee	19
13.2	Duties of Nominating Committee.....	19
13.3	Timeline for Nominations.....	19
13.4	Required Form for Nominations	19
13.5	Notice to Voting Members	20
13.6	Guidelines and Endorsement	20
14.	EXECUTION OF INSTRUMENTS	20
14.1	Seal.....	20
14.2	Execution of Instruments.....	20
15.	FINANCIAL MATTERS.....	21
15.1	Accounting Records	21

15.2	Borrowing Powers	21
15.3	Restrictions on Borrowing Powers.....	21
15.4	Audit Required	21
15.5	Appointment of Auditor at Annual General Meeting.....	21
15.6	Vacancy in Auditor	21
15.7	Removal of Auditor.....	21
15.8	Notice of Appointment.....	21
15.9	Auditor's Report	21
15.10	Participation in General Meetings.....	22
16.	NOTICE GENERALLY	22
16.1	Method of Giving Notice	22
16.2	When Notice Deemed to have been Received	22
16.3	Days to be Counted in Notice.....	22
17.	MISCELLANEOUS	22
17.1	Dissolution	22
17.2	Service Area	23
17.3	Inspection of Documents and Records.....	23
18.	BYLAWS.....	24
18.1	Entitlement of Members to copy of Constitution and Bylaws	24
18.2	Special Resolution required to Alter Bylaws	24
18.3	Effective Date of Alteration.....	24

**BYLAWS
OF THE
VANCOUVER ABORIGINAL CHILD AND FAMILY SERVICES SOCIETY**

1. INTERPRETATION

1.1 Definitions

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

- (a) **“Aboriginal”** means First Nations, Métis or Inuit Persons, and Persons who identify themselves as being non-status Aboriginal Persons or Persons of Aboriginal ancestry;
- (b) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (c) **“Address of the Society”** means the registered office address of the Society on record from time to time with the Registrar;
- (d) **“Associate Members”** means those Persons that have been admitted as non-voting Members in accordance with these Bylaws and that have not ceased to be non-voting Members;
- (e) **“at risk”** means those circumstances described in section 13 of the *Child, Family and Community Services Act* of British Columbia which define when a child needs protection;
- (f) **“Board”** means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (g) **“Board Appointed Elder Advisor”** means an Aboriginal Person appointed by the Board as an advisor to the Board;
- (h) **“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 in person at a duly constituted meeting of the Board; 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,and a Board Resolution approved by either of these methods is effective as though passed at a meeting of the Board;
- (i) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (j) **“Chair”** means the Person elected to the office of chair of the Society in accordance with these Bylaws;
- (k) **“Constitution”** means the constitution of the Society as filed with the Registrar;

- (l) **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;
- (m) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location;
- (n) **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- (o) **“Immediate Family”** means a Spouse, sibling, parent, child, grandparent, grandchild, parent-in-law, aunt, uncle, or any relative of the Person or the Person’s Spouse who lives with the Person;
- (p) **“in loco parentis”** means in the position of or place of a parent;
- (q) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (r) **“Members”** means those Persons who are, or who subsequently become, Associate Members or Voting Members in accordance with these Bylaws and, in either case, have not ceased to be members;
- (s) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (t) **“Non-religious”** means that the Society may, in conducting its activities, participate in Aboriginal spiritual or customary practices but will not promote the tenets of any particular religious denomination;
- (u) **“Ordinary Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote in person at a duly constituted General Meeting, or
 - (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,
 and an Ordinary Resolution approved by either of these methods is effective as though passed at a General Meeting of the Society;
- (v) **“Person”** means a natural person;
- (w) **“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;
- (x) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;

- (y) **“Secretary”** means a Person elected to the office of secretary of the Society in accordance with these Bylaws;
- (z) **“Society”** means the “Vancouver Aboriginal Child and Family Services Society”;
- (aa) **“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 (2/3) of the votes cast in respect of the resolution by those Members entitled to vote in person at a duly constituted General Meeting; 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,
 and a Special Resolution approved by either of these methods is effective as though passed at a General Meeting;
- (bb) **“Spouse”** includes a Person who is married to another Person and a Person who resides with another Person in a marriage-like relationship;
- (cc) **“Treasurer”** means a Person elected to the office of treasurer of the Society in accordance with these Bylaws;
- (dd) **“Vice-Chair”** means a Person elected to the office of vice-chair of the Society in accordance with these Bylaws; and
- (ee) **“Voting Members”** means those Persons that have been admitted as voting Members in accordance with these Bylaws and that have not ceased to be voting Members.

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 Society is restricted to:

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

2.2 Classes of Membership

There will be one (1) class of voting membership in the Society known as Voting Members. There will be one class of non-voting membership in the Society known as Associate Members.

2.3 Eligibility for Voting Membership

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

- (a) is nineteen (19) years of age or older;
- (b) is Aboriginal;
- (c) is not a client of the Society, nor a parent, foster parent or anyone *in loco parentis* to a client of the Society;
- (d) if a former client, parent, foster parent or anyone *in loco parentis* to a client of the Society, has ceased to be so for at least two (2) years prior to making his or her application for membership;
- (e) is not involved in any proceeding pursuant to the *Child, Family and Community Services Act* of British Columbia;
- (f) is not an employee of the Society nor a Spouse or member of the Immediate Family of an employee of the Society;
- (g) if a former employee of the Society, has ceased employment with the Society at least two (2) years prior to making his or her application for membership;
- (h) is not a director, officer or employee of any agency, association, club, society or organization with which the Society contracts; and
- (i) is interested in advancing the purposes and supporting the activities of the Society.

In case of any ambiguity or doubt as to whether an applicant for voting membership is eligible, such ambiguity or doubt will be resolved by the Directors and their decision will be final and binding.

2.4 Eligibility for Associate Membership

A Person may be eligible to be accepted as an Associate Member if he or she:

- (a) is nineteen (19) years of age or older;
- (b) is not a client of the Society, nor a parent, foster parent or anyone *in loco parentis* to a client of the Society;
- (c) if a former client, parent, foster parent or anyone *in loco parentis* to a client of the Society, has ceased to be so for at least two (2) years prior to making his or her application for membership;
- (d) is not be involved in any proceeding pursuant to the *Child, Family and Community Services Act* of British Columbia;

- (e) is not an employee of the Society nor a Spouse or member of the Immediate Family of an employee of the Society;
- (f) if a former employee of the Society, has ceased employment with the Society at least two (2) years prior to making his or her application for membership;
- (g) not be a director, officer or employee of any agency, association, club, society or organization with which the Society contracts; and
- (h) is interested in advancing the purposes and supporting the activities of the Society.

In case of any ambiguity or doubt as to whether an applicant for non-voting membership is eligible, such ambiguity or doubt will be resolved by the Directors and their decision will be final and binding.

2.5 Transition of Membership

On the date these Bylaws come into force:

- (a) each Person who is a member of the Society in good standing and who is eligible for membership under these Bylaws will continue as a Member in the appropriate class as determined by the Board until he or she otherwise ceases to be a Member in accordance with these Bylaws; and
- (b) each Person who is a member of the Society not in good standing or who is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

2.6 Application for Membership

An eligible Person may apply to the Society to become a Member by submitting:

- (a) a completed application, in such form and manner as may be established by the Board, at the Address of the Society;
- (b) any membership dues payable; and
- (c) such information or documentation as the Board may require to confirm eligibility for membership.; and
- (d) such application must be received by the Society at least thirty (30) days prior to the next General Meeting for the applicant, provided the application for membership is accepted, to be eligible to vote at such General Meeting.

The Board may, by Board Resolution, accept, postpone or refuse an application for membership. Applications for membership received within thirty (30) days of the Society's annual general meeting will be postponed for consideration until after the annual general meeting.

2.7 Membership not Transferable

Membership is not transferable.

2.8 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of:
 - (1) the date of delivering his or her resignation in writing to the Secretary or to the Address of the Society; and
 - (2) the effective date of the resignation stated thereon;
- (b) upon the date the Person becomes the subject of an investigation or proceeding under Part 3 of the *Child, Family and Community Services Act* of British Columbia
- (c) upon the date on which such Member ceases to be in good standing;
- (d) upon his or her expulsion; or
- (e) upon his or her 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, by class:

Voting Member

- (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) participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

Associate Member

- (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) participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

3.2 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and may participate in programs or initiatives of the Society (subject to

eligibility) but is suspended from all of the other rights and privileges described in Bylaw 3.1 for so long as he or she remains not in good standing.

3.3 Dues

The Board will, by Board Resolution, determine the dues or fees payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil.

3.4 Standing of Members

All Members are deemed to be in good standing except a Member who has failed to pay such annual membership dues by or before the date upon which notice is given of the annual general meeting.

3.5 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 Society in effect from time to time; and
- (b) further and not hinder the purposes, aims and objects of the Society.

3.6 Expulsion of Member

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be provided to all Members and will be accompanied by a brief statement of the reasons for the proposed expulsion.

The Member who is the subject of the proposed expulsion will be provided with an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

3.7 No Distribution of Income to Members

The activities of the Society will be carried on without purpose of gain for its members and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The General Meetings of the Society will be held at such time and place, in accordance with the Act, 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 Society 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 Chair;
- (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 Society will, in accordance with Bylaw 16.1, send notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent; and
- (b) the auditor of the Society, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

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

4.6 **Contents of Notice**

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

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 is required to be conducted at each annual general meeting of the Society:

- (a) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (b) consideration of the financial statements and the report of the auditor thereon, if any;

- (c) consideration of any Members' proposals submitted in accordance with the Act;
- (d) the election of Directors; and
- (e) such other business, if any, 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 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 at a time when a quorum is not present.

5.3 Quorum

A quorum at a General Meeting is the greater of thirty (30%) of the Voting Members in good standing or three (3) Voting Members in good standing on the date of the meeting.

5.4 Lack of Quorum

If within sixty (60) 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, but 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 sixty (60) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.5 Loss of Quorum

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

5.6 Chair

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

If at any General Meeting the Chair, Vice-Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chairperson at that meeting.

5.7 Alternate Chair

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chairperson.

5.8 **Adjournment**

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.9 **Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

6. **VOTING BY MEMBERS**

6.1 **Ordinary Resolution Sufficient**

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

6.2 **Entitlement to Vote**

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

6.3 **Voting Methods**

Voting by Voting 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; or
- (b) by written ballot.

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 Voting Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and when so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Voting Member voted.

6.4 **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 Society.

7.2 Qualifications of Directors

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

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

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

- (e) is not a Voting Member in good standing;
- (f) is either an employee of the Society or engaged as a contractor for services with the Society with an aggregate annual value of \$20,000 or more;
- (g) is a Spouse or member of such Person's Immediate Family who is a Director;
- (h) is, or has been within the preceding five (5) years, a party to proceedings under the *Child, Family and Community Services Act* of British Columbia;
- (i) is, or has been within the preceding five (5) years, the subject of an investigation or proceeding under Part 3 of the *Child, Family and Community Services Act* of British Columbia; or
- (j) is, or has been within the preceding two (2) years, convicted under the *Criminal Code of Canada* of any summary conviction offence; or
- (k) is convicted under the *Criminal Code of Canada* of an indictable sexual offence.

7.3 Composition of Board

The Board will be composed of a minimum of three (3) and a maximum of nine (9) Directors, each of whom will be elected or appointed in accordance with these Bylaws.

7.4 Board Appointed Elder Advisors

The Board may, by Board Resolution, appoint one (1) or more Board Appointed Elder Advisors. Board Appointed Elder Advisors are appointed to provide the Board with their wisdom in an advisory capacity. Board Appointed Elder Advisors are not Directors and do not have a vote. Board Appointed Elder Advisors will attend Board meetings upon the request of the Board.

7.5 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.

7.6 Election of Directors

Directors will be elected by the Voting Members at a General Meeting and will take office commencing at the close of such meeting.

7.7 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

7.8 Voiding of Ballots

No Voting Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

7.9 Transition of Directors' Terms

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

7.10 Term of Directors

The term of office of Directors will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

7.11 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

7.12 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Voting Member in good standing qualified in accordance with Bylaw 7.2 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless he or she otherwise ceases to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

7.13 Removal of Director

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

7.14 Ceasing to be a Director

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
 - (1) the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and
 - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 7.2;
- (d) upon his or her removal; or
- (e) upon his or her death.

8. POWERS AND RESPONSIBILITIES OF THE BOARD

8.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society 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 Society; 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 Society. The Board will also have the power to enter into

trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

8.2 Duties of Directors

Pursuant to the Act, every Director will:

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

In addition to the foregoing, a Director who wishes to:

- (d) seek employment with the Society; or
- (e) enter into a contract for services with the Society with an aggregate annual value of \$20,000 or more,

must resign as both a Director and a Voting Member and must not be employed or engaged as an employee or contractor by the Society until one (1) year has elapsed since his or her resignation.

8.3 Remuneration of Directors and Officers and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

8.4 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

8.5 Investment Advice

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

8.6 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 Society's property that a prudent investor might delegate in accordance with ordinary business practice.

9. PROCEEDINGS OF THE BOARD

9.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

9.2 Notice of Board Meetings

Meetings of the Board may be held at any time and place determined by the Board provided that two (2) days' notice of such meeting will be sent to each Director.

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

9.3 Participation by Electronic Means

The Board may decide, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

Notwithstanding the foregoing, no Director may cast a vote at a meeting of the Board by Electronic Means.

9.4 Quorum

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

9.5 Director Conflict of Interest

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

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

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

9.6 Chair of Meetings

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will preside as chairperson at all meetings of the Board.

If at any meeting of the Board the Chair, Vice-Chair and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

9.7 Alternate Chair

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chairperson.

10. OFFICERS

10.1 Officers

The officers of the Society are the Chair, Vice-Chair, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

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

10.2 Election of Officers

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

10.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 10.2 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.

10.4 Removal of Officers

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

10.5 Replacement

Should the Chair or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

10.6 Duties of Chair

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

10.7 Duties of Vice-Chair

The Vice-Chair will assist the Chair in the performance of his or her duties and will, in the absence of the Chair, perform those duties. The Vice-Chair will also perform such additional duties as may be assigned by the Board.

10.8 Duties of Secretary

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

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

10.9 Duties of Treasurer

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

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

10.10 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.

10.11 Combination of Offices of Secretary and Treasurer

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

11. INDEMNIFICATION

11.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative

action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

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

11.2 Purchase of Insurance

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

12. COMMITTEES

12.1 Creation and Delegation to Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

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

12.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

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

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

12.3 Terms of Reference

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

12.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

13. NOMINATING COMMITTEE

13.1 Requirement to Establish a Nominating Committee

The Board will annually establish a Nominating Committee the purpose of which is to facilitate the nomination of candidates to stand for election as Directors. The Nominating Committee must include at least one (1) Voting Member and at least one (1) Director whose term is not expiring at the next following annual general meeting.

13.2 Duties of Nominating Committee

The Nominating Committee must:

- (a) solicit and receive nominations from Voting Members;
- (b) review all information submitted by nominees and ensure it is truthful and complete;
- (c) interview all nominees;
- (d) rank the nominees based on skills, experience, education, employment history, and ability to contribute as Directors, and report this to the Directors immediately subsequent to the date upon which nominations close; and
- (e) ensure that the number of nominees equals or exceeds the number of anticipated vacancies.

The Nominating Committee may refuse to bring forward a nomination.

13.3 Timeline for Nominations

The Nominating Committee must:

- (a) set a date for the close of nominations for the election of Directors each year, which date must be at least forty (40) days before the annual general meeting;
- (b) at least sixty (60) days before the annual general meeting, give notice to all Voting Members of the date for the close of nominations, the number of positions to be filled, and the terms of the positions.

13.4 Required Form for Nominations

Nominations must be in writing in a form approved by the Nominating Committee and must be signed by at least two Members.

On the application form a nominee must:

- (a) confirm in writing the matters set out in Bylaw 7.2;
- (b) provide to the Nominating Committee the names of at least three (3) references and contact information for those references;
- (c) provide a resume;

- (d) consent to a criminal record check;
- (e) consent to the Society obtaining a prior contact check of the nominee from the Ministry of Children and Family Development or its agents;
- (f) disclose all personal, employment and business relationships with the Society and its employees, suppliers, contractors and Directors;
- (g) disclose all conflicts between the nominee's personal interests and those of the Society;
- (h) disclose any conflicts of interest as soon as they arise; and
- (i) comply with the Constitution and Bylaws and any policies set by the Directors.

13.5 Notice to Voting Members

The Nominating Committee must, with the notice of the annual general meeting, send to all Voting Members:

- (a) the names of all approved nominees;
- (b) confirmation that each nominee is eligible in accordance with the criteria described in Bylaw 7.2; and
- (c) the number of positions to be filled, and the terms of the positions.

13.6 Guidelines and Endorsement

The Directors may:

- (a) create policies relating to the nominations process and elections; and
- (b) endorse nominees.

14. EXECUTION OF INSTRUMENTS

14.1 Seal

The Society will not have a corporate seal.

14.2 Execution of Instruments

Contracts, documents or instruments in writing requiring execution by the Society may be signed as follows:

- (a) by the Chair, together with one (1) other Director, or
- (b) in the event that the Chair is unavailable, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society to sign contracts, documents and

instruments in writing generally or to sign specific contracts, documents or instruments in writing.

15. FINANCIAL MATTERS

15.1 Accounting Records

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

15.2 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

15.3 Restrictions on Borrowing Powers

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

15.4 Audit Required

The Society is required to be audited and will annually appoint an auditor with the qualifications required by the Act.

15.5 Appointment of Auditor at Annual General Meeting

An auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

15.6 Vacancy in Auditor

Except as provided in Bylaw 15.7, 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.

15.7 Removal of Auditor

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

15.8 Notice of Appointment

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

15.9 Auditor's Report

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

15.10 Participation in General Meetings

The auditor is entitled in respect of a General Meeting to:

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

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

16. NOTICE GENERALLY

16.1 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 by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

16.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that 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, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

16.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

17. MISCELLANEOUS

17.1 Dissolution

Upon the winding-up or dissolution of the Society, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to

such “qualified donees” as defined by the Income Tax Act as are designated by the Board. Any funds or property remaining received for specific purposes will, wherever possible, be distributed to “qualified donees” carrying on work of a similar nature to such specific purposes.

17.2 Service Area

The Society must primarily but not exclusively serve Aboriginal children, families and communities in the City of Vancouver.

17.3 Inspection of Documents and Records

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

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

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society’s certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager 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 Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board’s sole discretion.

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

18. BYLAWS

18.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

18.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

18.3 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.