

**THE ALUMNI ASSOCIATION OF THE
UNIVERSITY OF BRITISH COLUMBIA**

BY-LAWS

BYLAWS

PART 1- INTERPRETATION

- 1.1 In these ~~By-Laws~~Bylaws, unless the context otherwise requires,
- (a) “Advisory Council” means the Advisory Council appointed pursuant to Section 8.1;
 - ~~(a)(b)~~ “Association” means The Alumni Association of the University of British Columbia;
 - ~~(b)~~ —“Convocation” ~~shall be composed~~Board of:
 - (c) Directors” means all of the Directors;
 - (d) “Chair” means the chair of the Association appointed pursuant to Sections 3.5(a) and 3.6.
 - ~~(i)~~ —“Chancellor;
 - ~~(ii)~~ —the President of the University;
 - ~~(e)(e)~~ ” has the ~~members of the senate~~meaning given to that term in Section 3.2(a);
 - ~~(i)~~ —all ~~tenured faculty members~~;
 - ~~(ii)~~ —all ~~persons who are graduates of the University of British Columbia~~;
 - (f) “Director” means the individual members of the Board of Directors comprised of the individuals described in Section 3.2;
 - (g) “ED/AVP” means executive director and associate vice-president, alumni affairs, of the Association;
 - ~~(d)(h)~~ “Honorary Degree” is a degree conferred by the University after approval by the ~~Senatesenate~~ of the University;
 - ~~(e)(i)~~ “Ordinary Member” means a member of the Association admitted pursuant to Section 2.1 or 2.2 and in good standing pursuant to Section 2.3;

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- (j) ~~“Registered Address” of a member~~Past-Chair means ~~their address~~the person who acted as recordedthe Chair, immediately preceding the current Chair;
- ~~(f)~~(k) ~~“President” has the meaning given to that term in the register of members; Section 3.2(b);~~
- (l) ~~“Society”~~“Senior Manager” has the meaning given to that term in Section 3.4;
- ~~(g)~~(m) ~~“Societies Act” means the~~ Society~~Societies Act of the Province of British Columbia from time to time in force and all amendments to it; and~~
- (n) ~~“Treasurer” means the treasurer of the Association appointed pursuant to Sections 3.4(c) and 3.6;~~
- ~~(h)~~(o) ~~“University” means the University of British Columbia; and~~
- (p) ~~“Vice-Chair” means the vice-chair of the Association appointed pursuant to Sections 3.5(b) and 3.6.~~

PART 2- MEMBERSHIP

2.1 Ordinary Membership

Every graduate of the University ~~of British Columbia~~ is eligible to become a member of the Association and will be admitted unless he or she decides to the contrary in writing.

2.2 By resolution passed by not less than 75% of the ~~members of the Board of~~ Directors, the Board of Directors may, from time to time, admit other persons or groups of persons associated with the University ~~of British Columbia~~ as members of the Association.

2.3 A member shall be in good standing as long as they remain a member.

2.4 Honorary Life Membership

- (a) The Board of Directors may confer an ~~Honorary Life Membership~~honorary life membership on any person who, in its opinion, has made an outstanding contribution to ~~education~~the University and society, and who is not already an Ordinary Member.
- (b) The ~~Honorary Life Membership~~honorary life membership shall include those individuals upon whom the University has conferred an ~~honorary degree~~Honorary Degree, and who is not already an Ordinary Member.
- (c) Honorary ~~Life Members~~life members shall be non-voting members of the Association.

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2.5 Associate Membership

- (a) Any person not provided for in these ~~By Laws~~bylaws may be granted ~~Associate Membership~~associate membership by resolution of the Board of Directors.
- (b) Associate ~~Members~~members shall be non-voting members of the Association.

2.6 Cessation of Membership

A person shall cease to be a member of the Association:

- (a) ~~By~~by delivering his or her resignation in writing to the ~~Executive Director of the Association~~ED/AVP or by mailing or delivering it to the address of the Association;
- ~~(b)~~ On in case of an individual, on his or her death;
- ~~(b)(c)~~ in case of a partnership or corporation, on being dissolved; or
- ~~(c)(d)~~ On being expelled.

2.7 Expulsion

- (a) A member may be expelled by a special resolution of the members passed at a general meeting called for that purpose.
- (b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion and must be sent to the member subject to the proposed expulsion.
- (c) The person who is the subject of the proposed resolution for expulsion shall be given ~~an~~ a reasonable opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART 3- ORGANIZATION - DIRECTORS AND ~~OFFICERS~~SENIOR MANAGERS

- 3.1 The President ~~of the University~~ shall be the ~~Honorary President~~honorary president of the Association.

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3.2 Board of Directors

The Board of Directors shall consist of ~~15~~between thirteen (13) and nineteen (19) Directors, as determined by the voting members ~~(each from time to time at a "Director");~~general meeting, comprised of the following:

- (a) The ~~Chancellor~~chancellor of the University, or his or her nominee; (the "Chancellor");
- (b) The ~~President~~president and ~~Vice-Chancellor~~vice-chancellor of the University, or his or her nominee; (the "~~Vice-Chancellor~~President");
- (c) The ~~Executive Director and Associate Vice President, Alumni Affairs, of the Association (the "ED/AVP"); and~~ED/AVP;
- ~~(d)~~ Twelve~~The~~ Past-Chair, as qualified pursuant to Section 3.3(e); and
- ~~(d)(e)~~ Between ten (10) and fifteen (15) members-at-large, duly elected by the Membership from among Members of voting members from among members of the Association, together with such number or numbers as may be appointed by the Association~~Directors pursuant to section 3.13 below.~~

3.3 The terms of office of the ~~members of the Board of~~ Directors shall be as follows:

- (a) The Chancellor, the ~~Vice-Chancellor,~~President, the ED/AVP and the ~~ED/AVP~~Past-Chair are ex-officio Directors.
- (b) The term of office of a member-at-large shall expire at the close of the third annual general meeting of the ~~Associate~~Association after the annual general meeting at which he or she was elected; provided however that the members may, by resolution, determine that some of the members-at-large shall serve a term of less than three (3) years in order to provide for orderly succession regarding future vacancies ~~in on~~ the Board of Directors.
- (c) Subject to subsection 3.3(d), no member-at-large may serve more than two (2) terms.
- (d) A member-at-large may serve ~~one (1)~~ additional year long terms beyond the maximum determined pursuant to subsection 3.3(c) if, prior to the deadline for appointing nominees to the Board of Directors for the ~~third annual general meeting after the~~ annual general meeting at which ~~he or she was elected to his or her second~~their term will expire, such Director is asked by the Board of Directors to act as ~~an Officer~~a Senior Manager in what would be ~~his or her seventh~~an additional year on the Board of Directors.

~~3.4~~ Officers

- (e) Except in the case of their resignation or removal, or except where they are a member-at-large whose term is continuing, the Past-Chair shall serve a term which expires at the close of the next at annual general meeting of the Association after the annual general meeting at which their successor was appointed. For clarity purposes, if a Past-Chair is also a member-at-large whose term is continuing, then such Past-Chair shall not be entitled to any additional term, in their position qua Past-Chair.

3.4 Senior Managers

The ~~Officers~~senior managers of the Association (each ~~an "Officer"~~ a "Senior Manager") shall consist of the following:

- (a) the Chair;
- (b) the Vice-Chair;
- (c) the Treasurer; and
- (d) the ~~Executive Director~~ED/AVP.

3.5 The terms of office of the ~~Officers~~Senior Managers shall be as follows:

- (a) The Chair shall be appointed for a one (1) year term and may be appointed for ~~a second~~up to two (2) additional one (1) year ~~term~~terms.
- (b) The Vice-Chair shall be appointed for a one (1) year term and may be appointed for ~~a second~~up to two (2) additional one (1) year ~~term~~terms.
- (c) The Treasurer shall be appointed for a one (1) year term and may be appointed for ~~a second~~up to two (2) additional one (1) year ~~term~~terms.
- (d) The Board of Directors may, by resolution, approve the appointment of any of the above ~~Officers~~Senior Managers for additional one (1) year terms.
- (e) The ~~Executive Director~~ED/AVP shall be an employee of the Association, and an ex-officio ~~Officer~~Senior Manager.

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- 3.6 After each annual general meeting, or more often as may be required, the Board of Directors will appoint the OfficersSenior Managers (except the Executive DirectorED/AVP) from among the Directors. Appointments of each OfficerSenior Manager will be by a majority of votes cast by the Directors.
- 3.7 Any OfficerSenior Manager shall cease to be ~~an Officer~~ a Senior Manager if he or she ceases to be a Director.
- 3.8 The succession of office of the OfficersSenior Managers shall be determined as follows:
- (a) If the Chair, Vice-Chair or Treasurer ceases to hold office before the expiration of his or her term, then the Board of Directors shall appoint a person to fill the vacancy until the expiration of the term. In making any such appointment, the Board of Directors shall consider the recommendations of the Executive Committee.
 - (b) If any Director, other than the Chair, Vice-Chair, Treasurer or an ex-officio Director, ceases to hold office as a Senior Manager before the expiration of his or her term, then the Board of Directors may appoint a person to fill the vacancy until the end of the term. In making any such appointment, the Board of Directors shall consider the recommendations of the Governance and Nominating Committee.
- 3.9 All Directors shall be entitled to vote on Directors' resolutions, except for the President ~~of the University (or his or her nominee) and the Executive Director~~ and the ED/AVP.
- 3.10 Any Director (other than an ex-officio Director) who fails to attend three consecutive meetings of the Board of Directors shall, at the discretion of the Board of Directors, cease to be a member of the Board of Directors.
- 3.11 The members of the Association may remove a Director (other than an ex-officio Director) by a ~~Special Resolutions~~ special resolution passed at a general meeting for which notice was properly given.
- 3.12 No act or proceeding of the Board of Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 3.13 Any vacancy on the Board of Directors may be filled by the remaining Directors. In addition, the Directors may at any time and from time to time appoint additional Directors, provided that the number of such additional Directors shall not exceed the then currently number of Directors who are elected as members-at-large. The term of office of an additional Director shall expire at the next annual general meeting following his appointment.

PART 4- PROCEEDINGS OF THE BOARD OF DIRECTORS

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- 4.1 The Board of Directors shall hold meetings at least four times during the Association's fiscal year at the call of the Chair.
- 4.2 The Board of Directors shall also meet upon written request to the ~~Executive Director~~ED/AVP by any four members thereof, stating the purpose of the meeting.
- 4.3 The ~~Executive Director~~ED/AVP shall give at least ten (10) days written notice of meeting to each ~~member of the Board of Directors~~Director stating as clearly as possible the purposes for which the meeting is to be held.
- 4.4 A quorum shall consist of ~~any seven voting members of the Board of a majority of the Directors, not counting the non-voting, ex-officio~~ Directors.
- 4.5 All minutes of the Board of Directors meetings shall be forwarded to all ~~members of the Board of~~ Directors by mail, e-mail, fax, intranet or other means of electronic communication as determined by the Board from time to time~~-.;~~.

PART 5- COMMITTEES

- 5.1 The Board of Directors may appoint at its discretion, from time to time:
- (a) a Governance and Nominating Committee;
 - (b) an Executive Committee;
 - ~~(c)~~—an Audit and Finance ~~Committee~~;
 - ~~(d)~~(c) a Nominating and Audit Committee; and
 - ~~(e)~~(d) such other committees as it deems appropriate to carry out the work of the Association.
- 5.2 The Board of Directors shall appoint, from among the Directors, a ~~Chair~~chair of each committee for a term of one year, which term may be renewed from time to time at the discretion of the Board of Directors.
- 5.3 The Board of Directors shall have the power to create or dissolve committees of the Association at its discretion, from time to time, and change committees with appropriate terms of reference and delegate powers as it sees fit from time to time as long as they do not conflict with these ~~by laws~~bylaws.
- 5.4 The Governance and Nominating Committee
- (a) The Governance and Nominating Committee shall:

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- (i) ~~Maintain~~maintain and review the bylaws and other governing documents of the Association;
 - (ii) ~~Oversee~~create and refine the terms of reference for committees, from time to time, to assist in carrying out the purposes of the Association, for approval of the Board of Directors;
 - ~~(ii)~~(iii) oversee the effectiveness of the Board of Directors;~~and~~
 - ~~(iii)~~(iv) Develop recommendations for the governance and policies of the Board of Directors~~;~~;
 - (v) exercise the powers and duties granted to it pursuant to Part 7 with respect to the nomination of candidates to fill vacancies arising on the Board of Directors;
 - (vi) exercise the powers and duties granted to it pursuant to Part 8 with respect to the nomination of candidates for the Advisory Council; and
 - (vii) exercise, on behalf of the Association, all powers of nomination or appointment granted to the Association pursuant to the University Act (British Columbia), as amended or replaced from time to time, or any other statute.
- (b) All members of the Governance and Nominating Committee shall be graduates of the University ~~of British Columbia~~.

5.5 The Executive Committee

~~The Executive Committee may constitute and define the terms of reference for committees from time to time to assist in the carrying out of the purposes of the Association.~~

- (a) The Executive Committee shall have all of the powers of the Board of Directors when the Board of Directors is not in session, subject to the power of the Board of Directors to review, accept, modify or disapprove of any determination of the Executive Committee; provided, however, that no such modification or disapproval shall invalidate any contract entered into as a result of a determination by the Executive Committee that is not inconsistent with these ~~By-Laws~~bylaws or with a restriction previously adopted by the Board of Directors.
- (b) The members of the Executive Committee shall be:
 - ~~(i)~~ —the ~~Chair~~;

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(ii) ~~the Vice Chair;~~

(iii) ~~the Treasurer;~~

(iv)(i) ~~the Executive Director~~Senior Managers; and

(v)(ii) any member appointed pursuant to paragraph 5.5(c).

- (c) The Chair may appoint up to one additional ~~member from the Board of Directors~~Director to the Executive Committee.
- (d) Each of the members of the Executive Committee, except the ~~Executive Director~~ED/AVP, shall be voting members of the Executive Committee.
- (e) The ~~chairperson~~chair of the Executive Committee shall be the Chair or in his or her absence the Vice-Chair. In absence of both the Chair and Vice-Chair, the Committee shall elect a ~~chairperson~~chair from among the committee members present.
- (f) Meetings of the Executive Committee shall be held upon the call of the Chair, or upon the written request of at least three members of the Executive Committee.
- (g) Written notice of the time, place and whenever possible the purposes and agenda of the Executive Committee meetings shall be delivered or sent to each ~~executive~~Executive Committee member by the ~~Executive Director~~ED/AVP not less than two days before the date of the meeting.
- (h) The Executive Committee shall have the joint power to appoint, fix the remuneration or dismiss the ~~Executive Director~~ED/AVP, per the existing Letter of Agreement with the University ~~of British Columbia~~. Such decision is to be ratified by the Board of Directors.
- (i) Not less than two of the Chair, the Vice-Chair, or the Treasurer must be present to establish a quorum for Executive Committee meetings.

5.6 The ~~Audit and Finance~~ and Audit Committee

The ~~Audit and Finance~~ and Audit Committee shall:

- (a) ~~Review~~review and recommend to the Board of Directors, for approval by ordinary resolution of the Ordinary Members, engagement of an external auditor;
- (b) ~~Meet~~meet at least annually with the external auditor to review the Association's annual financial statements and the auditor's report;

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- (c) ~~Review~~review and advise the Board of Directors with respect to planning, conduct and reporting of the annual financial report;
- (d) ~~Review~~review the annual budget of the Association and advise the Board of Directors with respect thereto;
- (e) ~~Advise~~advise the Board of Directors generally on the financial affairs of the Association; ~~and~~
- (f) ~~Undertake~~undertake such other duties as the Board of Directors from time to time directs; ~~and~~

5.7 The Nominating Committee

~~(a) The Nominating Committee shall:~~

- ~~(i) exercise the powers and duties granted to it pursuant to Part 7 with respect to the nomination of candidates to fill vacancies arising in the Board of Directors;~~
- ~~(ii) exercise the powers and duties granted to it pursuant to Part 8 with respect to the nomination of candidates to fill for the Alumni Association Advisory Council;~~
- ~~(iii) exercise, on behalf of the Association, all powers of nomination or appointment granted to the Association pursuant to the University Act R.S.B.C. 1996 Ch. 468, Consolidated as of 6 November 2009, or any other statute including the positions of Chancellor, alumni representatives on the Board of Governors, and Convocation Senators of the UBC Okanagan Senate;~~

~~(b)~~(g) All members of the ~~Nominating~~Finance and Audit Committee shall be graduates of the University ~~of British Columbia~~.

PART 6- ALUMNI CONSTITUENCIES

- 6.1 Where members form themselves into an association on the basis of area of residence, faculty or discipline, they may, with the consent of the Board of Directors, become affiliated with the Association as a formal partner upon such terms as may be agreed by the Board of Directors.
- 6.2 The Board of Directors may withdraw its approval of the affiliation of any group described in this ~~article~~Part 6 at any time, if, in the opinion of a majority of the Board of Directors, the affiliated group is not carrying out the purposes of the Association.

PART 7- ELECTIONS

- 7.1 The Governance and Nominating Committee shall prepare and present to the Board of Directors, within nine months of the previous ~~Annual General Meeting~~annual general meeting, a list of nominees for the available members-at-large positions on the Board of Directors up for election in the upcoming year.
- 7.2 Nominations other than those originating from the Governance and Nominating Committee may be made provided they comply with the following provisions:
- (a) Each such nomination must be submitted in writing in the form provided for by the Association, signed by five Ordinary Members ~~of the Association~~, accompanied by the written consent of the nominee and submitted in accordance with procedures established by the Board of Directors.
 - (b) Each nomination shall be addressed to the ~~Executive Director~~ED/AVP and must be received in the Association's offices within eight months of the previous ~~Annual General Meeting~~annual general meeting.
- 7.3 The election of Directors and any other matters requiring the members to vote at a general or special meeting shall be governed by the following procedures:
- (a) Every member who is entitled to vote shall have one vote and may exercise such vote either in person or by proxy.
 - (b) A member shall be entitled to appoint a proxyholder to attend, act and vote for him at a general or special meeting.
 - (c) Any member, ~~having attained the age of majority~~, may act as proxyholder.
 - (d) A proxy shall be in writing signed by the member who is appointing the proxyholder.
 - (e) Unless the Board of Directors ~~fixes~~ some other time by which proxies must be deposited, a proxy shall be deposited at the registered office of the Association or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours (excluding Saturdays and holidays) before the time for holding the meeting in respect of which the person named in the instrument is appointed.
 - (f) In addition to any other method of depositing proxies provided for in these ~~By-Laws~~bylaws, the Board of Directors may ~~be~~by resolution make regulations relating to the depositing of proxies at any place or places and fixing the time for depositing the proxies.

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- (g) A proxy, whether for a specified meeting or otherwise, shall be either in the form following or in any other form that the Directors shall approve:

Alumni Association of University of British Columbia

The undersigned, being a member of the above named Association, appoints _____ of _____ for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of the Association to be held on the _____ day of _____ and at any adjournment thereof.

Signed this _____, 20__.

(Signature of Member)

PART 8- ALUMNI ASSOCIATION ADVISORY COUNCIL

- 8.1 The Board of Directors may appoint an ~~“Alumni Association advisory council (the “Advisory Council” (the “Council”))~~ to be an advisory forum for alumni leaders and to foster active communication among key alumni constituencies and stakeholders.
- 8.2 The Board of Directors shall determine, in its discretion from time to time, the composition, size, and membership of the Advisory Council and the roles and purposes of the Advisory Council.

PART 9- POWERS AND DUTIES

- 9.1 ~~The Association shall be governed by~~ Subject to the Societies Act, its regulations and these bylaws, the Board of Directors: shall manage, or supervise the management of, the activities and internal affairs of the Association.
- 9.2 The Chair shall ~~be the presiding officer at~~ preside over all ~~General Meetings~~ general meetings, Board of Directors ~~Meetings~~ meetings and Executive Committee ~~Meetings~~ meetings of the Association. The Chair shall be a voting member of all committees and sub-committees of the Association. He or she shall represent the Association in dealing with senior members of the University and other outside constituencies. In addition, he or she shall delegate the responsibility for the recruitment of volunteers for the Association ~~and the chairing of the Governance Committee~~, as appropriate.
- 9.3 The Vice-Chair shall perform such duties as may from time to time be delegated to the Vice-Chair by the Chair, and shall, in the absence of the Chair, preside at ~~General~~

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~~Meetings, Boards~~general meetings, Board of Directors ~~Meetingsmeetings~~, and Executive Committee ~~Meetingsmeetings~~.

- 9.4 The Treasurer will chair the ~~Audit and~~ Finance ~~and Audit~~ Committee and shall have responsibility for the funds and securities of the Association, including all bonds, deeds, and other papers and documents relating to the property of the Association. He or she shall ensure that all financial records are in good order and that proper books or accounts are kept. He or she shall present a certified audit of the financial position of the Association at each ~~Annual General Meetingannual general meeting~~ and from time to time during the year he or she shall present to the Board of Directors and Executive Committee accurate reports of the financial affairs of the Association.
- 9.5 The office of ~~Executive Director~~ED/AVP shall be the Association's senior management position and the ~~Executive Director~~ED/AVP shall conduct the business of the Association in accordance with the directions of the Board ~~of Directors~~ or Executive Committee. It shall be the ~~Executive Director's~~ED/AVP's responsibility to inform meetings of the Executive Committee and Board of Directors of matters relating to the University which, in his or her judgment are relevant to the Association as well as other duties as decided from time to time by the Executive Committee or Board ~~of Directors~~ . The ~~Executive Director~~ED/AVP shall act as secretary to the Executive Committee and the Board of Directors, and shall have custody of the records of the minutes and proceedings of the Directors and Members of the Association. He or she shall be an ex-officio non-voting member of all ~~Committeescommittees~~ and sub-committees of the Association.

PART 10- GENERAL MEETINGS

- 10.1 The ~~Annual General Meetingannual general meeting~~ of the Association shall be held at least once in every calendar year ~~and not more than 15 months after the adjournment of the previous Annual General Meeting.~~ The time and place of the ~~Annual General Meetingannual general meeting~~ shall be determined by the Board of Directors.
- 10.2 All other general meetings of the Association are deemed to be ~~Extraordinary General Meetingsextraordinary general meetings~~ and shall be convened by the Board of Directors in the same manner as the ~~Annual General Meetingannual general meeting~~.
- ~~10.3~~—The Board of Directors shall give at least fourteen ~~(14)~~ days notice of ~~Annual General Meetings by:~~
- ~~(a) — e mailing notice to all members for whom the Association has e mail addresses;~~
 - ~~and~~
 - ~~(b) — either:~~

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- (i) ~~mailing notice to all members for whom the Association does not have e-mail addresses; or~~

~~10.4~~10.3 ~~publishing a notice in one or more newspapers of annual general circulation within the province; or~~meetings by:

- (i) ~~both (i) and (ii), above.~~

~~For greater clarity, notice given by e-mail or mail pursuant to this section 10.3 may be properly given by including such notice in any regular or previously scheduled communication, including newsletters, magazines or periodic updates that are distributed to members.~~

~~10.5~~ ~~In addition to those methods of giving notice set out in section 10.3, the Board of Directors may also give written notice of Annual General Meetings by:~~

- (a) ~~posting notice on the website of the Association; or~~

- (a) posting notice at the office of the Associationsending an email with the date, time and location of the general meeting and all other required information to every member who has provided an email address to the Association; and

- (b) by posting notice of the date, time and location of the general meeting, throughout the period commencing at least twenty one (21) days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Association; and is accessible to all of the members.

~~10.6~~10.4 Notice of a general meeting must state the nature of any special business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business and must include the text of any special resolution to be submitted to the meeting.

~~10.7~~10.5 Any Ordinary Member present at an ~~Annual General Meeting of the Association~~annual general meeting, whether in person or by proxy, shall be entitled to one vote.

~~10.8~~10.6 A quorum for an ~~Annual General Meeting~~annual general meeting of the Association shall be a total of twenty-five ~~voting members~~Ordinary Members, whether present in person or by proxy.

10.7 All ~~Annual General Meetings of the Association~~annual general meetings shall be chaired by the Chair, or in the Chair's absence the Vice-Chair, ~~and at the Annual General Meeting~~or in the absence of both of them, another Director as previously approved by the Board of Directors.

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- 10.910.8 The annual general meeting shall include presentation for approval of an audited statement of the financial affairs of the Association for the preceding fiscal year, and the appointment of an auditor for the current fiscal year.

PART 11- PROCEDURES AT MEETINGS

- 11.1 Roberts Rules of Order shall govern proceedings at all meetings of the Association and its ~~Committees~~committees.
- 11.2 Any meeting of the Association, the Board of Directors, or any of its ~~Committees~~committees may also be held, or any member, Director, auditor or committee member may participate in any meeting of the Association, the Board of Directors, or any of its ~~Committees~~committees by conference call or electronic video conference so long as all the members, Directors, auditors or members of the committee participating in the meeting can hear and respond to one another. All such members, Directors, auditors or committee members so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, where applicable, shall be entitled to vote by a voice vote or electronic video vote recorded by the secretary of such meeting.

PART 12- THE SEAL

- 12.1 The ~~Seal~~seal of the Association shall be kept by the Board of Directors who shall determine its manner of use from time to time.
- 12.2 The ~~Seal~~seal of the Association, when required, may be affixed to contracts, documents and instruments by ~~an Officer~~a Senior Manager or ~~Officers~~Senior Managers designated by resolution of the Board of Directors.

PART 13- SIGNING AUTHORITY

- 13.1 The Board of Directors shall appoint some person or persons to sign cheques or other documents on behalf of the Association.
- 13.2 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two ~~Officers~~Senior Managers and all contracts, documents and instruments in writing, shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have the power from time to time by resolution to appoint any ~~Officer~~Senior Manager or ~~Officers~~Senior Managers on behalf of the Association to sign specific contracts, documents and instruments in writing.

PART 14- FISCAL YEAR

- 14.1 The fiscal year of the Association shall commence on April 1st of each year.

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PART 15- AUDITORS

- 15.1 At each ~~Annual General Meeting~~annual general meeting of the Association the Ordinary Members shall appoint an auditor of the Association ~~for~~by ordinary resolution for a term ending at the close of the next ~~year~~annual general meeting.

PART 16- BORROWING

- 16.1 ~~In order to carry out the purposes of the~~ The Association, may from time to time, if authorized by the Board of Directors:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Board of Directors may, on behalf of and in the name determine;
- (b) issue bonds, debentures, notes or other evidences of debt obligations either outright or as security for any liability or obligation of the Association, raise or secure the payment or at any time, to any person and for any consideration that the Board of Directors may determine.
- ~~(a)~~(c) guarantee the repayment of money in the manner they decide, and, in particular but without limiting the generality of the foregoing, by the issue by any other person or the performance of debentures any obligation of any other person; and

- ~~16.2 No debenture shall be issued without the sanction of a special resolution.~~

- ~~(a)~~(d) The members may by special resolution restrict the borrowing powers mortgage or charge, whether by way of the Board specific or floating charge, or give other security on the whole or any part of Directors, but such restriction shall expire at the next Annual General Meeting the present and future undertaking of the Association.

PART 17- ALTERATION OF CONSTITUTION AND ~~BY LAWS~~BYLAWS

- 17.1 The ~~Constitution~~constitution and ~~By Laws~~bylaws of the Association may be amended by ~~a special resolution vote of Ordinary Members present at a General Meeting. The text of the Association. Notice~~any such special resolution must be included in the notice of such special resolutions shall be given at least fourteen days before the general meeting. Such notice shall be given by the procedures by which notice of general meetings shall be given.

PART 18- ~~INDEMNITY CLAUSE~~INDEMNIFICATION

- 18.1 ~~Subject to~~For the provisions purpose of the Society Act, the Directors may cause the Association to indemnify this Part 18;

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- (a) “Eligible Party” means a ~~Director~~current or former Director or Senior Manager of the Association, an individual who holds or held an equivalent position in a subsidiary of the Association, and an heir or personal or other legal representative of any of the foregoing.
- (b) “Eligible Proceeding” means a legal proceeding (including a civil, criminal, quasi-criminal, administrative or regulatory proceeding) or investigative action, whether current, threatened, pending or completed, in which an Eligible Party by reason of holding or having held a position of current or former Director or Senior Manager of the Association ~~and the heirs and personal representatives of any such person against all or an equivalent position in a subsidiary of the Association.~~
- (c) “Expense” includes costs, charges and expenses, including ~~any amount paid to settle an action or satisfy a judgment, resulting~~legal and other fees, but does not include Penalties.

18.2 Subject to the provisions of the Societies Act and Section 1.1, the Association may, and in the case of Section 18.2(c), shall:

- (a) indemnify an Eligible Party against all penalties to which the Eligible Party is or may be liable in respect of an Eligible Proceeding;
- (b) pay the expenses actually incurred by an Eligible Party in respect of an Eligible Proceeding:
 - (i) after the final disposition of such proceeding; or
 - (ii) as they are incurred in advance of the final disposition of an Eligible Proceeding provided the Association has first received from ~~their acting as a director of the Association.~~ Eachsuch Eligible Party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited pursuant to the Societies Act or Section 1.1, the Eligible Party will repay the amounts advanced;
- ~~(a)~~(c) pay, after the final disposition of an Eligible Proceeding, the expenses actually and reasonably incurred by an Eligible Party (other than a current or former Director of the Association on being elected or appointed shall be deemed or Senior Manager of a subsidiary of the Association or his/her heir or representative) in respect of such proceeding if the Eligible Party has not been otherwise reimbursed for such expenses and such party was not adjudged to have contracted with the Association on the terms of the foregoing indemnitycommitted any fault or to have omitted to do anything that the Eligible Party ought to have done.

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~~18.2 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 their heirs and personal representatives against all costs, charges and expenses whatsoever incurred by them and resulting from acting as an officer, employee or agent of the Association.~~

~~18.3 Subject to the provisions of the Society Societies Act, the Directors may cause Association shall not indemnify or pay the expenses of an Eligible Party in respect of an Eligible Proceeding if:~~

~~(a) the Eligible Party did not act honestly and in good faith with a view to the best interests of the Association to indemnify or a Treasurersubsidary of the Association and his or her heirs, as the case may be;~~

~~(b) the Eligible Proceeding is not a civil proceeding and personal representatives against all costs, charges and expenses whatsoever incurred by them and resulting from the functions assigned to the Treasurer by the Eligible Party did not have reasonable grounds for believing that his or her conduct, in respect of which the Eligible Proceeding was brought, was lawful; or~~

~~(a)(c) such Eligible Proceeding is brought by or on behalf of the Association. Each Treasurer shall on being appointed be deemed to have contracted with or a subsidiary of the Association on the terms of the foregoing indemnity unless the Supreme Court of British Columbia, on the application of the Association, approve the indemnification or payment of expenses.~~

~~18.3 The failure of a Director or Officer to comply with the provisions of the Society Act or these Articles shall not invalidate any indemnity to which he or she is entitled under this part.~~

PART 19- NOTICES

19.1 Written notice may be given to a member or Director either personally (by delivery, mail, e-mail, fax, intranet or other means of electronic communication as determined by the Board of Directors from time to time.

19.2 A notice sent by mail to a member, Director or Senior Manager shall be deemed to have been given on the second 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 post office receptacle with adequate postage affixed, provided that if there shall be, 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 mail, then such notice shall only be effective when actually received. Any notice to a member, Director or Senior Manager delivered by hand or sent by facsimile, e-mail,

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intranet or other means of electronic communication shall be deemed to have been given on the day it was so delivered or sent.

PART 20- ADDRESS

- 20.1 The address of the Association shall be c/o 2900 – 550 Burrard Street, Vancouver, British Columbia, V6C 0A3, or as otherwise determined by the Board of Directors from time to time.

**PART 21- PROVISIONS FROM THE ASSOCIATION'S
PRE-TRANSITION CONSTITUTION**

- 21.1 No director or officer shall be remunerated for acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society. This provision was previously unalterable.

Accepted and adopted at the ~~General Meeting~~general meeting of the Association on the 19th ____ day of ~~June, 2012~~ ____, 2017.