

Bylaws of *Board Voice Society of B.C.* (the "Society")

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Board resolution" means:

(a) a resolution passed at a meeting of the directors by a simple majority of the votes cast by those directors entitled to vote at such a meeting; or

(b) a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it at a meeting of the Board;

"Bylaws" means these Bylaws as altered from time to time;

"Chair" means a person or persons elected to the office of president in accordance with these Bylaws but such office holder may, with the approval of a Board resolution, use the title Chair, Chairman, Chairperson or Chairwoman in substitution for the title "president";

"Members" means those persons, including the boards of legally constituted not for profit organizations, who have become members in accordance with these Bylaws and have not ceased to be members, and a "member" means any one of them.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

- 1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

- 2.1** Membership in the Society shall be limited to persons, including the boards of legally constituted not for profit organizations, committed to furthering the purposes of the Society set out in its Constitution.
- 2.2** Application for membership in the Society shall be made to the directors, who may approve the applicant for membership.
- 2.3** Membership shall be available only to the boards of legally constituted not for profit organizations actively involved in direct provision of social services, and which support the goals of Board Voice:
- a) A member that is a board shall designate a person currently serving on the member's board as its representative. A member board, may from time to time, change its designated representative. At the request of the member, such a designation or change in designation shall be made in writing and sent to the Secretary;
 - b) A member board is entitled to be represented and vote through its designated representative at all meetings of the Society, and its designated representative is entitled to hold any office within the Society;
 - c) Notwithstanding the foregoing, a Board Voice director or officer whose tenure on the board of a member expires so s/he is no longer a director on the member's board may, upon the request of the Board Voice board and the member board, continue as the representative of the member's board, and complete his/her term on the Board Voice board;
 - d) Individuals who are directors on any board that is a member of Board Voice shall be entitled to attend meetings, participate in training events, sit on committees and avail themselves of other services offered by Board Voice. Except for designated

representatives of member societies, these individuals are not entitled to vote.

Duties of members

2 . 4 Every member must uphold the Constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2 . 5 Every member board shall annually pay the dues prescribed by the Society through an ordinary resolution enacted the board.

Member not in good standing

2 . 6 Every member board is a member in good standing unless the membership lapses, which occurs:

- (a) upon receipt by the Secretary of a written letter of resignation from the member;
- (b) upon the dissolution of the organization that has elected or appointed a member board;
- (c) upon expulsion in accordance with these by-laws; or
- (d) upon non payment of any dues or assessment within 60 days after April 1st or just prior to the Annual General meeting, which ever comes first.

Member not in good standing may not vote

2 . 7 A voting member who is not in good standing:

- (a) may not vote at a general meeting; and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2 . 8 A membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Part 3 – General Meetings of Members

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.3** A notice of a general meeting must state the nature of any business, other than ordinary 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.

Chair of general meeting

- 3.4** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

- (i) the president,
- (ii) the vice-president, if the president is unable to preside as the chair, or
- (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

The person chairing a general meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed

Alternate chair of general meeting

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 10 voting members.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated; and
 - (b) in any other case, the meeting stands adjourned to the same day and if, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

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

Adjournments by chair

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

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

- (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Who may vote

3.13 A member in good standing is entitled to one (1) vote.

Methods of voting

3.14 At a general meeting, voting must be by a show of hands, show of voting card, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Matters decided outside a general meeting by ordinary resolution

3.18 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the voting members and signed by a minimum of two

thirds of the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Part 4 – Directors

- 4.1** The Society must have no fewer than 7 and no more than 15 directors.
- 4.2** Elected directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.
- 4.3** Elections for elected directors shall normally be held at the annual general meeting and the term of office of elected directors shall normally be three (3) years. However the members may by resolution determine that some or all vacant elected directors' positions shall have a term of less than three (3) years, the length of such term to be determined by the members at their discretion. For purposes of calculating the duration of an elected director's term of office, the term shall 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 shall be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.
- 4.4** The Board shall represent all regions of the province, and shall include at least three (3) persons from northern/rural British Columbia, with one of those persons representing the north, one representing the interior, and one representing Vancouver Island/coastal.
- 4.5** Directors may be elected to consecutive terms.
- 4.6** The Nominating and Governance Committee shall provide the members with a list of qualified candidates for election as directors. The Nominating and Governance Committee shall nominate at least as many candidates as there are vacancies on the Board. Nominations from the floor for the office of director shall also be permitted.
- 4.7** In elections where there are more candidates than vacant positions for elected directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Names of candidates nominated from the floor may be handwritten on to the ballot.

Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

- 4.8** No member shall vote for more elected directors than the number of vacant positions for elected directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 4.9** Each director shall be required to wholeheartedly accept, adopt, subscribe in writing to and support the purposes set out in the Constitution of the Society.
- 4.10** Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of directors would fall below seven (7), the person previously elected as director shall continue to hold office until such time as successor directors are elected.
- 4.11** The members may by ordinary resolution remove an elected director before the expiration of such director's term of office and may elect a person as a replacement director and determine the term of such replacement director.
- 4.12** Notwithstanding the foregoing Bylaws, if a director ceases to hold office during his or her term for any reason other than removal by ordinary resolution, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 4.13** No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 4.14** A person shall immediately cease to be a director of the Society:
- (a) upon the date which is the later of the date of delivering his or her resignation, or the resignation of the board he or she represents, in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein; or
 - (b) upon his or her death; or
 - (c) upon ceasing to be a member of the Society; or
 - (d) upon being removed by an ordinary resolution.
- 4.15** Directors, as such, shall not receive any stated remuneration for their services. Nothing herein contained shall be construed to preclude any director from serving the Society as an officer or in any other capacity without compensation. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such or from any business or affairs with the Society;

provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

- 4.16** The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purposes of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

Part 5 – Directors' Meetings

Timing of meetings

- 5.1** A meeting of the Board shall be held at least quarterly (once every three (3) months), or as called by the Chair or any three (3) board members. A meeting of the Board may be held at any time and place determined by the Board, provided that five (5) days' notice of such meeting is sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.

Quorum of directors

- 5.2** The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be one half plus one of the directors in office at the time when the meeting convenes.
- 5.3** The Chair of the Society shall, subject to a Board resolution appointing another person, chair all meetings of the Board, but if at any Board meeting the Chair or such alternate person appointed by a Board resolution is 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 chair that meeting.
- 5.4** If the person presiding as chair of a meeting of the Board wants to step down as chair 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 chair.

Calling directors' meeting

- 5.5** Any three directors may at any time, and the Secretary on the request of any three directors shall, convene a meeting of the Board.

- 5.6** For the purposes of the first meeting of the Board held immediately following the election of a director or directors at an annual or other general meeting, it is not necessary to give notice of the meeting to the newly elected director or directors for the meeting to be properly constituted.
- 5.7** All resolutions proposed at a meeting of the Board must be seconded.
- 5.8** The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 5.9** Voting shall be by show of hands or voice vote recorded by the Secretary or designate except that, at the request of any one director, a secret vote by written ballot or email shall be required.
- 5.10** A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 5.11** A director who contemplates being or is temporarily absent from British Columbia may, by letter, facsimile or email, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn: no notice of meetings of the Board need be sent to that director; and any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.
- 5.12** A director who may in fact, or who may be reasonably perceived by an impartial observer, be in a conflict of interest with the Society, or may reap any benefits, directly or indirectly, individually or as a part of the business or professional firm, as a result of any relationship with the Society or in any business transaction of the Society, shall disclose that fact to the Board, and shall not participate in any Board deliberation or vote regarding that relationship or business. No director shall receive preferential treatment in the application for, or receipt of, services of the Society. A director who fails to comply with this Bylaw shall be subject to disciplinary measures by the Board, up to and including expulsion from the Board.

Proceedings valid despite omission to give notice

5.13 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.13 The directors may regulate their meetings and proceedings as they think fit.

Part 6 – Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Role of president

6.2 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.3 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.4 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;

- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.5 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.6 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

Part 7 – Committees

- 7.1** 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.
- 7.2** A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall 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 directs.
- 7.3** The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed mutatis mutandis by the rules set out in these Bylaws governing proceedings of the Board.
- 7.4** There shall be a Finance Committee consisting of, at least, two (2) directors elected at the first regular board meeting during each membership year. All members of the Committee shall be at arm's length and a majority of the

members of this Committee shall constitute a quorum. The Chair shall appoint the chairperson of the Committee and the Committee may appoint its own secretary. In addition to advising the board in regard to all the financial aspects of the Society's operations, the responsibility of the Committee shall include making recommendations to the board regarding the annual and periodic budgets and the financial statements of the Society, if applicable, and the reports and activities of the auditor. A Finance Committee member may be removed by a majority vote of the directors.

- 7.5** There shall be a Nominating and Governance Committee consisting of three (3) directors elected at the first regular board meeting during each membership year. All members of the Committee shall be at arm's length and a majority of the members of this Committee shall constitute a quorum. The Chair shall appoint the chairperson of the Committee and the Committee may appoint its own secretary. The responsibility of the Committee shall include recruiting directors, assessing the qualifications of candidates for election as directors (except for those candidates nominated from the floor at an Annual General Meeting, and nominating a list of directors for election by the members of the Society. A Nominating and Governance Committee member may be removed by a majority vote of the directors.
- 7.6** The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

Part 8 – Remuneration of Directors and Signing Authority

Remuneration of directors

- 8.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 8.2** A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 9 – Auditor

- 9.1** At each annual general meeting, the Society may appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Societies Act.
- 9.2** An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Societies Act.
- 9.3** An auditor shall be promptly informed in writing of his appointment or removal.
- 9.4** No director, officer or employee of the Society shall be the auditor.
- 9.5** The auditor may attend general meetings.

Part 10 – Notices

- 10.1** A notice may be given to a member, either personally or by mail or by electronic mail or by facsimile to the member at the member's registered address or the member's e-mail address as recorded in the Society's records.
- 10.2** A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed

and put in a Canadian post office receptacle. In the case of notice by either electronic mail or facsimile, an acknowledgment of receipt by return electronic mail or facsimile shall be obtained from the member.

10.3 Notice of a general meeting shall be given only to:

- (a) every voting member shown on the register of members on the day notice is given; and
- (b) the auditor, if applicable.

Part 11 – Miscellaneous

11.1 The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of the meetings of the Board shall be open to the inspection of members of the Society not being directors. In the absence of such determination by the directors, the documents, including the books of account, of the Society shall not be open to inspection by any member of the Society not being a director.

11.2 Any meeting of the Society, the Board, or any committee may also be held, or any member, director or the committee may participate in any meeting of the Society, the Board or any committee, by conference call or similar communication equipment or device so long as all the members, directors, or persons participating in the meeting can hear and respond to one another. All such members, directors, or persons 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, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

11.3 The rules governing when notice is deemed to have been given set out in these Bylaws shall apply mutatis mutandis to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.

- 11.4** The Society shall have the right to subscribe to become a member of and to cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.
- 11.5** Subject to an order of the Registrar pursuant to the Society Act stating that the Society is a "reporting society" as defined under the Societies Act, the Society shall be deemed not to be a "reporting society".
- 11.6** The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society that the Society confers.
- 11.7** The Society shall be deemed not to be a subsidiary of any other society or corporation.

Part 12 – Indemnification

- 12.1** Subject to the provisions of the Societies Act, each director or officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.
- 12.2** Subject to the provisions of the Societies Act, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.

- 12.3** The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by an ordinary resolution (unless any different or additional requirement is imposed by the Societies Act or these Bylaws) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.
- 12.4** Subject to the provisions of the Societies Act, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or with which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such director or officer.
- 12.5** The Society shall, to the full extent permitted by the Societies Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or officer of the Society and his or her heirs and legal representatives.
- 12.6** Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.

- 12.7** The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director of the Society on being elected and each officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.
- 12.8** The failure of a director or officer of the Society to comply with the provisions of the Societies Act or of the Constitution or these Bylaws shall not invalidate any indemnity to which he or she is entitled under this part.
- 12.9** The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

Part 13 – Bylaws

- 13.1** On being admitted to membership, each member is entitled to and upon request the Society shall provide a copy of the Constitution and Bylaws of the Society.
- 13.2** These Bylaws shall not be altered or added to except by special resolution.