

BYLAWS OF FERNIE SIBSHOPS SIBLING SUPPORT SOCIETY (the “Society”)

PART 1 - INTERPRETATION

1.1 Definitions - In these Bylaws, unless the context otherwise requires:

1.1.1 “Board” means the directors of the Society;

1.1.2 “Bylaws” means these bylaws as altered from time to time;

1.1.3 “Constitution” means the constitution of the Society as altered from time to time;

1.1.4 “Directors” means the directors of the Society for the time being;

1.1.5 “Societies Act” means the *Societies Act*, SBC 2015, Chapter 18, as amended from time to time;

1.2 Definitions in Societies Act to Apply - The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws to the extent they are not inconsistent with these bylaws.

1.3 Rules of Interpretation - Except as may be otherwise specifically provided in these Bylaws and unless the context otherwise requires, in these Bylaws:

1.3.1 any period of time within which a payment is to be made or any other action is to be taken hereunder shall be calculated excluding the day on which the period commences and including the day on which the period ends;

1.3.2 whenever any payment is required to be made, action is required to be taken or period of time is to expire on a day that is a “holiday” under the *Interpretation Act*, RSBC 1996, Chapter 238, such payment shall be made, action shall be taken or period shall expire on the next following day that is not a “holiday”; and

1.3.3 the words “written” or “in writing” shall include references to printing, lithography, typewriting, photography, electronic or digital modes of representing or reproducing words in a visible form.

PART 2 - MEMBERSHIP

2.1 Application for Membership - A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

2.2 Duties of Members - Every member must uphold the constitution of the Society and must comply with these Bylaws.

2.3 Amount of Membership Dues - The amount of the annual membership dues, if any,

must be determined by the Board.

2.4 Member Not in Good Standing - A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and if those dues remain unpaid.

2.5 Member Not in Good Standing May Not Vote

2.5.1 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.

2.6 Termination of Membership if Member Not in Good Standing - A person's membership in the Society is terminated if the person is not in good standing for six (6) consecutive months.

2.7 Ceased Members - A person may cease to be a member of this Society:

2.7.1 by delivering their written resignation to the Secretary of the Society or by mailing or delivering it to the address of the Society; or

2.7.2 on their death, or, in the case of a corporation, on dissolution; or

2.7.3 by being expelled; or

2.7.4 if fees or dues are payable, on failure to pay those fees or dues for six (6) consecutive months; or

2.7.5 if they cease to be in good standing.

PART 3 – MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings - Subject to Section 3.3 and the Societies Act, general meetings of the Society shall be held at such time and place as determined by the Board.

3.2 Ordinary Business at General Meeting

3.2.1 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;
- (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.

3.3 Form of Notice - Notice of a general meeting shall specify the place in British Columbia, the day and the hour of the meeting, and the business to be conducted thereat, and in the case of business requiring a special resolution, it shall include the text of the special resolution and information with sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

3.4 Non-Receipt - The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate the proceedings of that meeting.

3.5 Notice Period - Not less than fourteen (14) days, and not more than sixty (60) days notice must be given to every member for all general meetings.

3.6 Entitlement to Notice - Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.

3.6.1 No other person is entitled to receive notice of a general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 Business Requiring Approval by Special Resolution - The following business must be approved by special resolution:

4.1.1 all business at an extraordinary general meeting except the adoption of rules of order, the appointment of a chair and voting procedures at the meeting;

4.1.2 all business transacted at an annual general meeting, except:

- (a) the adoption of rules of order;
- (b) the consideration of the financial statements of the Society presented at the meeting and the auditor's report, if any;
- (c) the consideration of the reports, if any, of the Directors' activities and decisions;
- (d) the report of the auditor, if any;
- (e) the election or appointment of Directors;

- (f) the setting or changing of the number of Directors who shall constitute the Board; and
- (g) the appointment of the auditor, if required.

4.2 Business Requiring Approval by Ordinary Resolution - A matter to be decided at an annual general meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or these Bylaws to be decided by special resolution.

4.3 Quorum Required - 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.

4.4 Quorum for General Meetings - A quorum is three (3) members present at any general meeting of members.

4.5 Adjournment Due to Lack of Quorum - If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

4.6 Notice of Continuation of Adjourned General Meeting - It is not necessary to give notice of 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 thirty (30) days or more, notice of continuation of the adjourned meeting must be given.

4.7 Order of Business at General Meeting

4.7.1 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; and

(h) terminate the meeting.

- 4.8 Methods of Voting** - At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (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.
- 4.9 Announcement of Result** - 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.
- 4.10 Proxy Voting Not Permitted** - Voting by proxy is not permitted.
- 4.11 Matters Decided at General Meeting by Ordinary Resolution** - 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.
- 4.12 Chair of General Meeting** - Subject to Section 4.8, the President of the Society, the Vice-President, or in the absence of both, one of the other Directors present shall preside as chair of a general meeting. The chair of the meeting shall conduct the general meeting, and determine and apply the rules of procedure for such a meeting.
- 4.13 Alternate Chair** - If at a general meeting (a) there is no President, Vice-President, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or (b) the President and all the other Directors present are unwilling to act as chair, the members present shall choose one of their number to be the chair.
- 4.14 Adjournments by Chair** - The chair of a general meeting may, or if so directed by an ordinary resolution passed by the members at the meeting, must adjourn the general meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.15 Adjournment of Thirty (30) or More Days** - Where a general meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.16 Notice of an Adjournment** - Except as provided in these Bylaws, it is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at an adjourned general meeting.
- 4.17 Proposal of Resolution** - A resolution proposed at a meeting shall be seconded and the chair of a general meeting may move or propose a resolution.

- 4.18 No Casting Vote by Chair** - In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution shall not pass.

PART 5 - DIRECTORS

- 5.1 Qualifications** - Each Director shall be a member in good standing of the Society and must be qualified to act as a Director under the Societies Act.

5.1.1 Directors may be as young as sixteen (16) years of age.

- 5.2 Powers** - The Board may exercise all the powers and do all the acts and things that the Society may exercise or do and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meetings. In exercising the above powers, the Board shall comply with:

5.2.1 all laws affecting the Society,

5.2.2 the Constitution,

5.2.3 these Bylaws; and

5.2.4 rules, not being inconsistent with these Bylaws, which are made from time to time by the Society at a general meeting.

- 5.3 Board May Make Rules** - The Board may make and establish rules, regulations and policies consistent with the Constitution, these Bylaws and rules made by the Society at a general meeting, and may amend and revoke such rules, regulations and policies from time to time.

- 5.4 Rules Made at General Meeting Shall Not Invalidate Prior Act of Board** - No rule, made by the Society at a general meeting, invalidates a prior act of the Board and Directors that would have been valid if that rule had not been made.

- 5.5 Number of Directors** - The number of Directors shall not be less than three (3) and no more than eleven (11).

- 5.6 Board Positions** - Directors must be elected or appointed to the following Board positions and a Director, other than the President, may hold more than one position:

5.6.1 President;

5.6.2 Vice President;

5.6.3 Secretary;

5.6.4 Treasurer.

5.7 Directors at Large - Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.

5.8 Role of the President - The President shall have the following authority and responsibilities:

5.8.1 the President shall preside over all general meetings of the Society, and all meetings of the Board and Executive Committee.

5.8.2 the President shall be the chief executive officer of the Society, the chair of the Board and shall supervise the other Directors in the execution of their duties.

5.9 Role of the Vice President - The Vice-President shall assist the President and shall carry out the duties and possess the authority of the President during any time the President is absent or unable to discharge their duties.

5.10 Role of the Secretary - The Secretary shall be responsible for doing, or making the necessary arrangements for the following:

5.10.1 conducting the correspondence of the Society;

5.10.2 issuing notices of the general meetings of the Society and the Board;

5.10.3 keeping minutes of all general meetings of the Society and the Board;

5.10.4 keeping custody of all records and documents required to be kept pursuant to the Societies Act, except those required to be kept by the Treasurer;

5.10.5 keeping custody of the common seal of the Society, if any;

5.10.6 maintaining the Register of Members;

5.10.7 filing the annual report of the Society and making any other mandatory filings with the registrar under the Societies Act; and

5.10.8 delegating tasks to another Director with the consent of the Executive Committee.

5.11 Absence of the Secretary - In the absence of the Secretary from a meeting, the Board shall appoint another person to act as the Secretary at the meeting.

5.12 Role of the Treasurer - The Treasurer is responsible for doing, or making the necessary arrangements for the following:

- 5.12.1 keeping the financial records for the Society, including books of account necessary to comply with the Societies Act;
 - 5.12.2 preparing and submitting financial statements for the Society to the Directors, members and others when required;
 - 5.12.3 making the Society's filings with respect to taxes; and
 - 5.12.4 receiving and banking monies collected from members or other sources.
- 5.13 Re-Election** - The Directors shall retire from office at each annual general meeting when their successors shall be elected and any retiring Director shall be eligible for re-election if properly qualified.
- 5.14 Filling a Vacancy** - The Board may at any time and from time to time appoint a member as a Director to fill a vacancy on the Board.
- 5.15 Tenure** - A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- 5.16 Resignation** - A resigning Director shall give notice of their resignation in writing to the Society which shall be effective as set forth in the Societies Act.
- 5.17 Validity of Acts** - An act or proceeding of the Society or the Board is not invalid merely because fewer than the required number of Directors have been designated, elected or appointed.
- 5.18 Ceasing to be a Director** - A person shall cease to be a Director of the Society:
- 5.18.1 by no longer being a member in good standing;
 - 5.18.2 on their death or resignation;
 - 5.18.3 on their becoming an undischarged bankrupt or on being found by any court in Canada or elsewhere, to be incapable of managing their own affairs;
 - 5.18.4 on their being convicted in or out of the Province of British Columbia of an offence in connection with the promotion, formation, or management of a corporation or unincorporated entity or of an offence involving fraud, unless:
 - (a) the court orders otherwise,
 - (b) five (5) years have elapsed since the last to occur of:
 - (i) the expiration of the period set for suspension of the passing of the sentence without a sentence having been passed; or

- (ii) the imposition of a fine:
 - (iii) the conclusion of the term of any imprisonment, and
 - (iv) the conclusion of any term of probation imposed; or
- (c) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act*, RSC 1985, c. C-47, and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect;

5.18.5 on the Director's term of office expiring; or

5.18.6 on the Director's removal from office in accordance with these Bylaws.

5.19 Removal of Director by Members - The members in good standing may by special resolution remove a Director before the expiration of their term of office, and may elect a successor to complete the term of office.

5.20 Conflict of Interest - The following shall apply to conflicts of interest:

5.20.1 Each Director shall have an obligation to disclose to the Board any membership, directorship, board appointment, or similar associations which may constitute a conflict with their obligations as a Director.

5.20.2 Subject to any exemption set out in the Societies Act, 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 that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society:

- (a) will be counted in the quorum at a meeting of the Board or the Directors at which the contract, transaction or matter is considered;
- (b) shall disclose fully and promptly to the Board the nature and extent of their interest;
- (c) abstain from voting on a Director's resolution or consenting to a consent resolution of Directors in respect of such contract, transaction or matter; and
- (d) shall absent themselves from the Directors or Board meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Directors of the Board to remain to provide relevant information; and

- (ii) in any case, during the vote on such contract, transaction or matter; and
- (iii) shall refrain from any action intended to influence the discussion or vote.

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

5.22 Consent - The designation, election or appointment of a Director is not effective unless the individual consents in writing or the individual is present at the meeting at which the election takes place, and the individual does not refuse the appointment.

PART 6 - PROCEEDINGS AT BOARD MEETINGS

6.1 Notice - The Board may meet upon notice of forty-eight (48) hours (unless all the Directors agree to a shorter notice period) issued by the President, or Secretary, or at the request of any two (2) Directors, at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings.

6.2 Method of Notice of Delivery - Notice may be given to a Director by delivering the notice to them personally or to their registered address, or by mailing the notice to them at their registered address through Canada Post, or by emailing the notice to them at the email address the Director provided to the association.

6.3 Deemed Delivery - Notice that is delivered to the Director personally or to their registered address is deemed to be received on the date of such delivery. Notice that is sent by mail or by email shall be deemed to have been received on the second day following the day on which the notice was sent by mail or email.

6.4 Quorum - The Board may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.

6.5 Chair - The President shall be the chair of all meetings of the Board, but if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President shall act as chair, but if neither is present, the Directors present may choose one of their number to be chair at that meeting.

6.6 Committees - The Directors may delegate any, but not all, of their powers to committees consisting of Directors or members as they think fit. The following provisions apply to committees:

6.6.1 A committee so formed in the exercise of powers so delegated shall conform to any guidelines or rules that may from time to time be imposed on it by the Directors, and must report every act or thing done in the exercise of those powers

to the earliest meeting of the Board to be held next after it has been done.

- 6.6.2 A committee acting within its delegated authority aforesaid shall be deemed as having full legal authority to act and having acted, such action may not be retroactively overturned by the Directors.
- 6.6.3 A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chair of the meeting.
- 6.6.4 The members of a committee may meet and adjourn as they think proper.
- 6.6.5 The Executive Committee is to carry out the day-to-day business and administrative matters of the Society.
- 6.7 First Board Meeting** - For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly-elected or appointed Director or Directors for the meeting to be duly constituted if a quorum of the Directors is present.
- 6.8 Voting** - The following provisions apply to voting at meetings of Directors:
 - 6.8.1 questions arising at any meeting of the Board and Committee of Directors shall be decided by a majority of votes;
 - 6.8.2 in case of an equality of votes, the chair shall not have a second or casting vote;
 - 6.8.3 a resolution or motion proposed at a meeting of the Board or any committee of Directors shall be seconded and the chair of a meeting may move or propose a resolution or make a motion; and
 - 6.8.4 a consent resolution made in writing signed by all the Directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.
- 6.9 Meetings by Electronic Means** - The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by electronic means, to allow some or all parties to participate in the meeting remotely. Where a meeting of the Board is conducted by electronic means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

- 7.1 Remuneration of Directors** - These Bylaws do not permit the Society to pay 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.

7.2 Signing Authority - A contract or other record to be signed by the Society must be signed on behalf of the Society:

- 7.2.1 by the president, together with one other Director;
- 7.2.2 if the president is unable to provide a signature, by the vice-president together with one other Director;
- 7.2.3 if the president and vice-president are both unable to provide signatures, by any two (2) other Directors; or
- 7.2.4 in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – FISCAL YEAR

8.1 Fiscal Year - The fiscal year of the Society shall be determined by the Directors from time to time, subject to the approval and consent of Canada Revenue Agency, or any successor body.

PART 9 – BYLAWS

9.1 Request for Bylaws - On being admitted to membership, a member is entitled to and the Society shall give them upon request, without charge, a copy of the Constitution and Bylaws of the Society.

9.2 Bylaws Not to be Altered or Added - These Bylaws shall not be altered or added to except by special resolution.

PART 10 – BANKING

10.1 Signing, Execution and Endorsement - All cheques, drafts, notes and other negotiable instruments shall be signed, executed or endorsed by such person or persons and in such manner as may be determined from time to time by the Directors, and unless and until otherwise determined upon by the Directors, shall be signed, executed and endorsed, by the Treasurer and one other Director, and no cheques, drafts, notes or other negotiable instruments shall be valid unless signed, executed or endorsed as aforesaid.

PART 11 – INSPECTION OF THE BOOKS BY MEMBER

11.1 Inspection of Documents and Records - A member in good standing is entitled, upon

providing not less than fourteen (14) days notice in writing to the Society, to inspect at the registered office of the Society during normal business hours any of the documents and records of the Society listed in Section 20(1) of the Societies Act. Except as expressly provided by statute or 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 provided to the Board, to inspect any other document or record 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 sole discretion of the Board.

PART 12 – INDEMNITY OF DIRECTORS

12.1 Indemnification of Directors - Subject to the restrictions set forth in the Societies Act, each Director 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 their holding or having held authority within the Society:

12.1.1 is or may be joined as a party to such legal proceeding or investigative action; or

12.1.2 is or may be liable for or in respect of a judgement, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

12.2 Insurance - The Society may purchase and maintain insurance for the benefit of any or all Directors, eligible party or representative of the eligible party, employees or agents against personal liability incurred by any such person as a Director, senior manager, employee or agent.

PART 13 – CHARITABLE PURPOSES

13.1 Purpose of Society Carried Forward - The Society's purpose shall carry on without object to gain for its members and any profits or other accretions to the Society shall be used in promoting its purpose.

13.2 Donate to Charitable Organization upon Winding Up or Dissolution - In the event the Society be wound up or dissolved, the assets remaining, after the payment of all debts and liabilities, shall be distributed to a recognized charitable organization in the Province of British Columbia or elsewhere in Canada having similar objects and purposes to the Society.