

Bylaws of the Nanaimo Brain Injury Society (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;

"Bylaws" mean these Bylaws as altered from time to time.

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.

Bylaws

1.4 These bylaws must not be altered, or added to, except by special resolution.

1.5 Unalterable clauses

Upon the winding up or the dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be transferred to a charitable organization, charitable corporation or charitable trust recognized by the department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax act of Canada from time to time in effect. This provision was previously unalterable.

Part 2 - Members

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member upon the Board's acceptance of the application.

Duties of members

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

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay his or her annual membership dues and will continue to not be in good standing for so long as those dues remain unpaid. A 60 day grace period is observed for unpaid dues. A member is not in good standing if she/he fails to uphold the duties of members as referenced in clause 2.2. A member is not in good standing if she/he engages in public conduct deemed by the Board to be detrimental to the Society.

Member not in good standing may not vote

2.5 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

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months, as confirmed by a vote of the Board of Directors. The person who is the subject of a vote terminating his or her membership may appeal the termination at a meeting of the Board of Directors within three months of the original vote.

2.7 A person's membership in the Society terminates

- (a) on his or her death or, in the case of a corporation, on dissolution.

2.8 A person may terminate his or her membership

- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society.

Part 3 - General Meetings of Members

Time and place of general meeting

3.1 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

- (a) a general meeting must be held at the time and place the Board determines.
- (b) the Board shall call an annual general meeting of the members not later than 15 months after holding the preceding annual general meeting.

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 of the board, the executive director, or auditor/financial reviewer;
- (d) election or appointment of directors;
- (e) appointment of an auditor/financial reviewer, if any;
- (f) business arising out of a report of the directors not requiring the passing of special resolution.

Notice of special business

3.3 A notice of a general meeting must be issued at least 30 days prior to taking place and 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.

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 3 voting members or 10% of the voting members, whichever is greater.

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 an alternate date within 15 days of the original date, at the same time and place, and if, at the continuation of the adjourned meeting, 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,
 - (i) receive the report from the executive director of any significant developments of the year preceding the meeting and anticipated significant developments for the year following the meeting,
 - (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;
- (v) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (vi) terminate the meeting.

Methods of voting

3.13 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, 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

3.14 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 permitted

3.15 Voting by proxy is permitted.

Matters decided at general meeting by ordinary resolution

3.16 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.

Notices to Members

3.17 A notice may be given to a member by any one of the methods expressed in society policy.

3.18 Notice of a general meeting must be given to

- (a) every member shown on the register of members
- (b) the auditor/financial reviewer

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

Part 4 – Directors

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 12 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members must elect the Board.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board, including, but not limited to, the resignation, death or incapacity of a director during the director's term of office. The appointee's term will extend to the next annual general meeting at which time the appointee may be elected to what would be considered his or her second consecutive term.

4.4 An act or proceeding of the directors is not invalid merely because there are less than the prescribed numbers of directors in office.

Directors and Officers

4.5 (a) the directors may exercise all the powers and do all the acts and things that the society may exercise and do, subject to:

- (i) all laws affecting the society,
 - (ii) these bylaws, and
 - (iii) rules, not being inconsistent with these bylaws that are made from time to time by the society in a general meeting.
- (b) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

4.6 The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.

4.7 The directors must retire from office at the conclusion of their terms at the annual general meeting when their successors are elected.

- (a) An election may be by acclamation; otherwise it must be by ballot.

4.8 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and the directors may appoint a successor to complete the term of office.

Part 5 -Directors' Meetings

Calling of directors' meeting

5.1 A directors' meeting may be called by the president or any officer of the executive of the board or the full board.

Notice of directors' meeting

5.2 At least 2 days' notice of a director' meeting must be given.

Proceedings valid despite omission to give notice

5.3 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

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

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Proceedings of directors

5.6 The directors may delegate any, but not all, of their powers to board directed committees as they see fit.

- (a) a committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- (b) questions arising at a meeting of the directors must be decided by a majority of votes.
- (c) in the case of a tie vote, the chair does not have a second or casting vote.

Part 6 - Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed by the Board to the following Board positions, and a director, other than the president, may hold more than one position. The four positions constitute the Executive Committee of the Board.

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

Directors -at - large

6.2 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.

Role of president

6.3 The president is the chair of the Board and is responsible for coordinating with the other directors in the execution of their duties.

Role of vice-president

6.4 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, or has otherwise deferred to the vice president.

Role of secretary

6.5 The secretary is responsible for ensuring that the following functions are carried out:

- (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, unless otherwise designated to another Director;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 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

The treasurer is responsible for ensuring that the following functions are carried out:

- (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 - Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 A director must not be remunerated for being or acting as a Director, however, a Director may be remunerated for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

Signing authority

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

- (a) By, at a minimum, a Director from the Executive Committee with one other director,
- (b) the sole authorized staff signatory is the Executive Director

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Part 8 - REPORTING SOCIETY PROVISIONS

Auditor

8.1 The Society must have an auditor/financial reviewer.

- (a) a resolution may be passed at the AGM to waive the appointment of an auditor in favour of a financial review.

Requirements for changing auditor/financial reviewer

8.2 At an annual general meeting, a resolution appointing an auditor or financial reviewer, other than the incumbent auditor/financial reviewer must not be proposed unless

- (a) the incumbent auditor/financial reviewer has declined reappointment, or
- (b) at least 14 days' written notice of the proposed resolution has been given to
 - (i) all persons entitled to receive notice of the meeting, and
 - (ii) the incumbent auditor / financial reviewer.

Comparative financial statements

8.3 The financial statements of the Society must be prepared as comparative financial statements relating separately to

- (a) the period determined under section 35 (2) of the Societies Act, and
- (b) the preceding period, if any, in relation to which financial statements for the Society were prepared.

Exception to requirement for comparative financial statements

8.4 Despite Reporting Society Provision 3, the financial statements of the Society may deal with only the period determined under section 35 (2) of the Societies Act if the reason for doing so is set out in the financial statements.

Providing financial statements and auditor's / financial reviewer report to members

8.5 At least 10 days before the date of each annual general meeting, the Society must make available to each member a copy of the present year's financial statements.

- (a) the financial statements that are to be presented at the meeting, and
- (b) The auditor's report as defined in section 1 of the Societies Act, on those financial statements.

Providing financial statements and auditor's report to security holder

8.6 The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.