
DELTA HOSPITALAUXILIARYSOCIETY
CONSTITUTION AND BYLAWS

April 3, 2023





DELTA HOSPITAL AUXILIARY SOCIETY

CONSTITUTION

1. The name of the Society is “Delta Hospital Auxiliary Society”.
2. The purposes of the Society are:
 - a) to provide volunteer services to Delta Hospital to enhance patient comfort;
 - b) to provide funds to Delta Hospital to enable the Hospital to purchase needed equipment and patient comforts; and
 - c) to foster good relations between the Hospital and the public.

Delta Hospital Auxiliary Society

BYLAWS

1. The operations and activities of the Society shall be carried on at the Delta Hospital and within the region bounded by the City of Delta.

PART 1 - DEFINITIONS

Definitions:

1.1 In these Bylaws:

- a. “**Act**” means the *Societies Act* of British Columbia as amended from time to time;
- b. “**Address of the Society**” means the registered office address of the Society on record from time to time with the Registrar;
- c. “**Board**” means the Directors acting as authorized by the Act, the Constitution, and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- d. “**Board Resolution**” means:
 1. a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - i. in person at a duly constituted meeting of the Board,
 - ii. by Electronic Means in accordance with these Bylaws, or
 - iii. by combined total of the votes cast in person and by Electronic Means; or
 2. a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- e. “**Bylaws**” means the Bylaws of the Society as filed with the Registrar;
- f. “**Constitution**” means the Constitution of the Society as filed with the Registrar;
- g. “**Directors**” means those Persons who are, or who subsequently become, directors of the Auxiliary in accordance with these Bylaws and have not ceased to be directors;
- h. “**Electronic Means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 1. in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 2. in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

- i. **“General Meeting”** means a meeting of the Members, and includes an annual General Meeting and any special or extraordinary General Meetings of the Society;
- j. **“Income Tax Act”** means the Income Tax Act, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- k. **“Members”** means those Persons who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- l. **“Officers”** means those Persons elected or appointed at the first Board meeting after a General Meeting to the offices of President, Vice President, Secretary, and Executive Treasurer of the Society in accordance with these Bylaws;
- m. **“Ordinary Resolution”** means:
 - 1. a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - i. in person at a duly constituted General Meeting, or
 - ii. by Electronic Means in accordance with these Bylaws, or
 - iii. by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - 2. a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;

- n. **“Person”** means a natural person.
- o. **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- p. **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- q. **“Special Resolution”** means:
 - 1. except as otherwise required by the Act, a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - i. in person at a duly constituted General Meeting,
 - ii. by Electronic Means in accordance with these Bylaws, or
 - iii. by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - 2. a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;

- r. **“Society”** means the Delta Hospital Auxiliary Society.

Societies Act Definitions

1.2 Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

PART 2 – MEMBERSHIP

Application for Membership

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

A person may apply to the Society to become a Member by:

- a. submitting a completed application, in such form and manner as may be established by the Society; and
- b. submitting such information or documentation as required in the application to confirm eligibility for membership.

Rights of Membership

2.2 In addition to any rights conferred by the Act, a Member in good standing has the following rights and privileges of membership:

- a. to receive notice of, and attend, all General Meetings
- b. to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- c. to exercise a vote on matters for determination at the General Meetings; and
- d. to hold office

Members of the Society

2.3 Members of the Society in good standing may be

- a. Regular members who:
 - i. adhere to the constitution and bylaws of the Society
 - ii. annually perform a minimum number of volunteer hours as determined by the Board as set out in the Policy Handbook.
 - iii. pay an annual membership fee as determined by the Board.
- b. Lifetime members who:
 - i. are regular members in good standing who have given 25 years of service to the Society
 - ii. annually perform a minimum number of volunteer hours as determined by the Board as set out in the Policy Handbook.
 - iii. do not pay annual membership fees.
- c. Associate members who:
 - i. are members who are no longer active
 - ii. pay an annual membership fee as determined by the Board
 - iii. are not eligible to vote, hold office, or attend the AGM
 - iv. may attend volunteer social functions.

Dues

2.4 The Board will, by Board Resolution, determine the dues or fees payable by Members from time to time.

Members of the Society Not in Good Standing

2.5 A Member is not in good standing who:

- a. has not complied with the Society's Constitution and Bylaws
- b. has not paid the annual membership fees when due
- c. has not performed the required number of annual voluntary service hours as determined by the Board

Termination

2.6 A Person will automatically cease to be a Member:

- a. upon the date the Society receives the Member's written resignation at the registered office of the Society;
- b. upon being expelled;
- c. upon his or her death or, in the case of a Corporation, upon dissolution;
- d. upon having been a Member not in good standing for two (2) consecutive months.

Discipline and expulsion of Members

2.7 The Directors may by a resolution of at least two-thirds of the Board at a meeting called to discipline, suspend, or expel any Member.

Statement of reasons

2.8 The Society must send the Member notice of the proposed Directors' resolution for discipline, suspension, or expulsion, including a brief statement of reasons.

Right of Member to make representations

2.9 The Member who is the subject of the proposed Directors' resolution for discipline, suspension or expulsion is entitled to a reasonable opportunity to make representations before the resolution is put to a vote.

PART 3 — GENERAL MEETINGS OF MEMBERS

Types of General Meetings

3.1 General Meetings of the Society may be either an Annual General Meeting or an Extraordinary General Meeting.

- a. An Annual General Meeting will be held at least once in every calendar year at a time and place within the City of Delta in accordance with the Act.
- b. An Extraordinary General Meeting may be convened in any of the following circumstances:
 - i. at the call of the President
 - ii. when resolved by Board Resolution; or
 - iii. or upon receipt of a requisition signed by not less than ten percent (10%) of the membership in good standing in the Society.

Procedure for requesting an Extraordinary General Meeting shall be determined by the Board and set out in the Policy and Procedures Handbook.

Notice of Meeting

3.2 Notice of a General Meeting shall specify the place, date and time of meeting and must include the text of any special resolution to be submitted to the meeting.

A notice may be given to a Member personally, by electronic mail or by posted notices not less than fourteen (14) days before the date and time of the meeting.

Ordinary business at General Meeting

3.3 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 or external accountant for the purposes of preparing financial statements;
- f. business arising out of a report of the Directors not requiring the passing of a special resolution.

Matters decided at General Meeting by ordinary resolution

3.4 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.

Notice of special business

3.5 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.

a. Special Resolution

- i. A Special Resolution is required to make any changes to the Constitution or Bylaws.
- ii. A Special Resolution requires approval of 2/3 majority of voting Members present.

b. Members' Proposals

- i. Five percent (5%) of voting Members may request that a matter be put on the agenda of an Annual General Meeting.
- ii. A Members' Proposal requires approval of 2/3 majority of voting Members present.
- iii. Procedure for requesting a Members' proposal shall be determined by the Board and set out in the Policy and Procedures Handbook.

Electronic Participation in General Meetings

3.6 The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and that remote participants are able to participate in a manner comparable to participants present in person, if any.

Chair of General Meeting

3.7 The President of the Society, the Vice-President of the Society or in the absence of both, one of the other Executive Committee members present shall preside and chair the meeting.

If there is no individual entitled under these Bylaws who can 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

3.8 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 meeting

3.9 The quorum for the transaction of business at a General Meeting is 10% of the voting Members in good standing on the date of the General Meeting.

Lack of quorum at commencement of meeting

3.10 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, will be terminated, but in any other case it will stand adjourned to a time and place within (fourteen) 14 days, 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 will constitute a quorum and the meeting may proceed.

If quorum ceases to be present

3.11 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

3.12 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

3.13 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 a General Meeting

3.14 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 or external accountant, 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.

Methods of voting

3.15 At a General Meeting, voting must be by a show of hands, an oral vote, a vote conducted by Electronic Means 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

3.16 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

3.17 Voting by proxy is not permitted.

Prior Acts of Directors

3.18 No rule, made by the Society in a General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

Meeting Procedures

3.19 Rules of order at all meetings of Members must be those set out in the latest edition of *Robert's Rules of Order* at the time of such meeting to the extent that such rules of order are not inconsistent with the Societies Act or these Bylaws.

PART 4 – DIRECTORS

Management of Property and Affairs

4.1 The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

Duties of Directors

4.2 In addition to the duties imposed by Board Resolution, every Director will, in accordance with the Act:

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

Qualifications of Directors

4.3 A Person may not be nominated, elected, or appointed to serve (or continue to serve) as a Director if they:

- a. are less than nineteen (19) years of age;
- b. have been found by any court, in Canada or elsewhere, to be currently
 - i. incapable of managing their own affairs;
 - ii. are an undischarged bankrupt; or
 - iii. have been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

In addition to the foregoing, a Person may not be nominated, elected, or appointed to serve (or continue to serve) as a Director if they are not a Member in good standing for at least two (2) months.

Composition of Board

4.4 The Board will be composed of a minimum of three (3) Directors and a maximum of eleven (11) Directors, such number to be determined by Board Resolution from time to time, each of whom will be elected or appointed in accordance with these Bylaws.

Invalidation of Acts

4.5 No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office

Election of Directors

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

All candidates to be proposed for election must submit themselves to the nomination process established by the Board from time to time. Candidates for election may not be proposed from the floor of a General Meeting.

Election by Acclamation

4.7 In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation.

Term of Directors

4.8 The term of office of a Director will be two years, to expire at the conclusion of the second annual General Meeting following election, or, if no successor is elected at the annual General Meeting, to expire when a successor is elected. To maintain staggered terms of office, the Directors may by resolution determine that some or all vacant Directors' offices will have a different term, provided that a term cannot extend beyond three years, to expire at the conclusion of the third annual General Meeting following election.

Maximum Terms of Directors

4.9 No Director may hold office for more than four (4) consecutive terms of two years each and in any event, no Director may hold office for more than 9 consecutive years (either period being referred to as the "Maximum Term").

Vacation of Office

4.10 A Person will immediately cease to be a Director:

- a. upon the date which is the later of:
 - i. the date of delivering their resignation in writing to the President or to the Address of the Society; and
 - ii. the effective date of the resignation stated therein;
- b. upon the expiry of their term;
- c. upon the date such Person is no longer qualified pursuant to section 4.3;
- d. upon their removal; or
- e. upon their death.

Appointment to fill Vacancy

4.11 If a Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a member qualified in accordance with section 4.3 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual General Meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual General Meeting unless they

otherwise cease to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

Removal of Directors by Members

4.12 The Members may remove a Director before the expiration of such Director's term of office by Special Resolution passed by at least two-thirds (2/3) of the votes cast by those Members entitled to vote and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

Removal of Directors by Directors

4.13 The Directors may by a resolution of at least two-thirds of the Directors present at a meeting remove a Director before the expiration of his or her term of office. Notice of the proposed expulsion must be provided to the Director at least two business days in advance of the meeting, including reasons. The Director must be given a reasonable opportunity to make representations to the Board respecting the proposed expulsion. Notice of the meeting must be sent to each Director and must include the proposed expulsion on the agenda.

PART 5 – POWER AND RESPONSIBILITIES OF THE BOARD

Powers of Directors

5.1 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in a General Meeting, but nevertheless subject to the provisions of:

- a. all laws affecting the Society; and
- b. these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts, and loans, whether secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society, provided however that the Board may not enter any form of contract with a Director other than in furtherance of the obligations or duties of such Director including such matters as indemnity agreements and non-disclosure or confidentiality agreements.

Remuneration of directors

5.2 These Bylaws do not permit the Society to pay to a Director remuneration for being a Director. To avoid any conflict of interest, should a Director assume a paid position with the Society, they will resign from the Board.

Reimbursement of expenses

5.3 A Director may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society

Signing authority

5.4 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 two individuals authorized by the Board to sign the record on behalf of the Society.

PART 6 — PROCEEDINGS OF THE BOARD

Board Meetings

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

Calling of meetings

6.2 A meeting may be called by the president or by any 2 other Directors.

Notice of Board meetings

6.3 At least 2 days' notice of a Board meeting must be given unless all the Directors agree to a shorter notice period.

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

Proceedings valid despite omission to give notice

6.4 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.

Participation by Electronic Means

6.5 The President or the Board may decide to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

Quorum of directors

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

Voting

6.7 Questions arising at any meeting of the Directors will be decided by a majority of votes, except where these Bylaws require otherwise, and the chair may not vote on any motion or resolution except in the case of an equality of votes at any meeting of the Directors, when the chair is entitled to a deciding vote.

Director Conflict of Interest

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

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

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

Passing Resolutions

6.9 Any issue at a meeting of the Board which is not required by these Bylaws or the Act to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

Resolution in Writing

6.10 A Board Resolution may be in two or more counterparts (identical copies) which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will 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 7 - COMMITTEES

Creation and Delegation to Committees

7.1 The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution. The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

Standing and Special Committees

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

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

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

Terms of Reference

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

Executive Committee

7.4 The Society will have an executive committee, composed of the Officers who will be elected at the first meeting of the Board following the annual General Meeting of the Society. Subject to these Bylaws, the executive committee will have all the powers of the Board between meetings of the Board except the power to make or change terms of reference or policies. The executive committee may act on behalf of the Board in any extraordinary or emergency matter that cannot await a regular meeting of the Board and in other matters that have been delegated to it. A full report of all executive committee decisions must be presented in a timely way, and approval of the Board is necessary for the continuation of any action undertaken.

Meetings

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

PART 8 - OFFICERS

Officers

8.1 The Officers of the Society are the President, Vice-President, Secretary and Executive Treasurer, together with such other officers, if any, as the Board, in its discretion, may create.

Term of Officer

8.2 The term of office for each Officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with section 9.3 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an Officer for 4 consecutive terms in one position, although they may remain on the Board for up to the Maximum Term.

Election of Officers

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

Removal of Officers

8.4 A Person may be removed as an Officer by Board Resolution.

Replacement of Officers

8.5 Should any Officer, for any reason, be unable to complete their term, the Board will remove such Officer from their office and will elect a replacement without delay.

Duties of President

8.6 The President will supervise the other Officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

Duties of Vice-President

8.7 The Vice-President will assist the President in the performance of the President's duties and will, in the absence or inability of the President, perform those duties. The Vice- President will also perform such additional duties as may be assigned by the Board.

Duties of Secretary

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

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

- a. the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the Income Tax Act; and
- b. the rendering of financial statements to the Directors, Members and others, when required.
- c. Other matters which pertain to the solvency and liquidity of the Society such as banking matter and insurance.

Absence of Secretary at Meeting

8.10 If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

PART 9 – INDEMNIFICATION

Indemnification of Directors and Eligible Parties

9.1 To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of their holding or having held authority within the Society:

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

Purchase of Insurance

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

PART 10 – DOCUMENTS AND RECORDS

Inspection of Documents and Records

10.1 The records of the Society will be open to the inspection of any Director in accordance with the Societies Act.

10.2 The Members will have the right to inspect the records required to be kept by the Society in accordance with section 20(1) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time), including:

- a. the Society's certificate of incorporation, Constitution and these Bylaws;
- b. the Society's register of Members and register of Directors,
- c. each written consent of an individual to act as a Director and each written resignation of a Director;
- d. the minutes of each General Meeting of members, including the text of each resolution voted on at such meetings, and any Ordinary Resolutions or Special