

**CERTIFIED COPY  
OF A SPECIAL RESOLUTION PASSED BY THE MEMBERS OF  
BETHANY CARE SOCIETY (the “Society”)**

**Bylaws of the Society**

**WHEREAS:**

- A. The Society has filed bylaws with the registrar of corporations in the Province of Alberta dated August 16, 2011 and amended on September 22, 2016, June 21, 2018 and September 14, 2018;
- B. The Members of the Society believe that it is in the best interests of the Society to amend the existing bylaws of the Society by replacing the current bylaws in their entirety with the set of bylaws attached hereto;
- C. In updating the bylaws, the members of the Society strive always to recognize the history the Society as a primarily faith-guided group, whereby we offer service to our residents and our community through principles and values present in our faith. The Society’s members offer the following context to our history and governance:
  - i. the Society was formed primarily by members of the Lutheran Christian faith, and the original mission has been continued by a membership, key staff, and supporters comprised of primarily Christians;
  - ii. since 1945, the Society has been a leading voice for seniors and adults with disabilities in Alberta, and our residents and clients all benefit from the holistic care we provide for mind, body, and spirit;
  - iii. all the Society’s communities are welcoming, safe, and comfortable for people of all backgrounds and we provide quality care, as the core of all that we do;
  - iv. our core values include embracing diversity and showing respect and care in our work with seniors, clients, staff, and all people associated with the Society;
  - v. the Society desires to honour our Lutheran and Christian faith as foundational to our history and growth into our present organization, while recognizing the operational, practical, and temporal needs of the Society now and in the future;
  - vi. the Society recognizes the need to embrace a broader acceptance of other faiths and beliefs, and of persons who choose not to carry any faith or other religious or spiritual beliefs, in order to fulfil our mission and honour our core values of embracing diversity and respect,
  - vii. the Society is proud, as an organization, to be able to meet the challenge of a multifaith experience, with integrity;

**THEREFORE BE IT RESOLVED THAT:**

1. In accordance with Section 15(1) of the *Societies Act (Alberta)* and section 12.01 of the By-laws of the Society, filed with the Registrar on August 16, 2011 and amended on September 22, 2016, June 21, 2018 and September 14, 2018, the Society hereby alters the said filed bylaws dated August 16, 2011 and amended on September 22, 2016, June 21, 2018 and September 14, 2018 by replacing them in their entirety with the set of bylaws attached hereto.
2. The Society does adopt the following definition and principles of multi-faithfulness as a Society:

Definition Multi-faithfulness

- (a) An intentional approach to live and work together as people representing a variety of religious beliefs and traditions.
- (b) Creating Caring Communities, through respect for diversity among people of different faiths.
- (c) A movement with faith at its centre, and which is inclusive, theologically astute, and a positive response to the rich religious experience of Canadians.
- (d) A commitment to honouring the faith traditions of all, rather than secularism or the 'lowest common denominator' of interfaith relationships.
- (e) An innovative next step to ecumenism and interfaith dialogue.

Principles of Multi-faithfulness

- (f) Respect for Diversity.
- (g) Religious Hospitality.
- (h) Representative of a faith tradition.
- (i) Commitment to multifaith cooperation.
- (j) Organizational transparency and accountability.

I, **Albert Kryski**, Chair of the Board for the Society, hereby certify, for and on behalf of the Society and not in any personal capacity, that the special resolution above is a true and correct copy of the special resolution passed by a majority vote of the members of the Society effective the 14 day of June, 2023, and that the said special resolution is in full force and effect and remains unamended and unrevoked as at the date hereof.

Dated this 14 day of June \_\_\_\_\_ 2023.

  
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**BETHANY CARE SOCIETY BY-LAWS**

**ARTICLE I:**

**INTERPRETATION**

1.01 Definitions

In this By-law and all other By-laws of the Society unless context otherwise requires:

- (a) “Act” means the *Societies Act*, R.S.A. 2000 c. S-14 and the regulations made thereunder as amended from time to time and in the case of such amendment any reference in the By-laws shall be read as referring to the amended provision;
- (b) “Annual General Meeting” means the annual general meeting of the membership as set forth in Article 6.01;
- (c) “Board” or “Board of Trustees” means the Board of Directors of the Society as constituted in these By-laws;
- (d) “Books and Records” means the annual financial statements of the Society and any other document made available to the members of the Society at the discretion of the Board;
- (e) “By-law” or “By-laws” means the by-laws of the Society from time to time in force and effect;
- (f) “Honorary Member” means an individual who is designated an Honorary Member in accordance with Article III;
- (g) “Ineligible Individual” has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;<sup>1</sup>

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<sup>1</sup> As of June 29, 2021, section 149.1 of the *Income Tax Act* defines “ineligible individual” as follows:

“ineligible individual”, at any time, means an individual who has been

- (a) convicted of a relevant criminal offence unless it is a conviction for which
  - (i) a pardon has been granted and the pardon has not been revoked or ceased to have effect, or
  - (ii) a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,
- (b) convicted of a relevant offence in the five-year period preceding that time,
- (c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,
- (d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time,

- (h) “Member”, “members” or “membership” means any Regular Member or Honorary Member of the Society or all of the Regular Members and Honorary Members of the Society as context allows;
- (i) “Membership Meeting” means any Annual General Meeting or Special Meeting;
- (j) “Officers” or “Officers of the Society” means the Chair, a First Vice-Chair, a Second Vice-Chair and a Secretary, and other such officers as the Board may from time to time determine appropriate and appoint as an officer of the Society in accordance with Article VIII;
- (k) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution;
- (l) “Professional Accountant” means an accountant or accounting firm permitted to perform an audit engagement pursuant to the *Chartered Professional Accountants Act*, SA 2014, c C-10.2, as amended from time to time;
- (m) “Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Society, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
  - (i) is a director of the Society;
  - (ii) is an Officer of the Society;
  - (iii) is a member of a committee of the Society; or
  - (iv) has undertaken, or, with the direction of the Society is about to undertake, any liability on behalf of the Society or any body corporate controlled by the Society, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Society or such body corporate;
- (n) “Registrar” means Registrar of Corporations or a Deputy Registrar of Corporations as appointed under the Business Corporations Act, R.S.A. 2000, c B-9, as amended from time to time.
- (o) “Regular Member” means any individual who becomes a Regular Member in accordance with Article III;

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- (e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter,
  - (f) a listed terrorist entity, or a member of a listed terrorist entity,
  - (g) a director, trustee, officer or like official of a listed terrorist entity during a period in which that entity supported or engaged in terrorist activities, including a period prior to the date on which the entity became a listed terrorist entity, or
  - (h) an individual who controlled or managed, directly or indirectly, in any manner whatever, a listed terrorist entity during a period in which that entity supported or engaged in terrorist activities, including a period prior to the date on which the entity became a listed terrorist entity.

- (p) “Society” means the Bethany Care Society;
- (q) “Special Meeting” means any Special Meeting of the membership called in accordance with Article 6.02;
- (r) “Special Resolution” means
  - (i) a resolution passed
    - (A) at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
    - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
  - (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
  - (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- (s) “Trustee” means a person elected as a director to the Board as provided in these By-laws, and a director as that term is defined under the Act.
- (t) “Voting Member” means any member entitled to vote in accordance with Article IV

1.02 Act

All terms contained in the By-laws which are defined in the Act shall have the meanings assigned by the Act.

**ARTICLE II:**

**REGISTERED OFFICE AND CORPORATE SEAL**

- 2.01 Registered office of the Society shall be in Calgary, Alberta or a location in the Province of Alberta as determined by the members of the Society.
- 2.02 The Society shall adopt a seal by majority vote of the Board.
- 2.03 The seal of the Society shall be affixed to all documents requiring execution under the corporate seal of the Society by the person or persons so designated by the Board.
- 2.04 The seal of the Society shall be securely stored in the Corporate Office in the custody of the Chief Executive Officer.

**ARTICLE III:**

**MEMBERSHIP CATEGORIES**

3.01 Applicants for membership in the Society shall be entitled to receive membership in any one of the following categories and the register of members of the Society shall indicate the category of each member as follows:

(a) Regular Member

Any person who honours the Mission Statement of the Society may become a Regular Member of the Society upon approval by an ordinary resolution of the Board and the payment of the initial membership fee established by the Board. Employees of the Society shall not be eligible for membership except if that person's membership is granted by the Board.

(b) Honorary Member

An Honorary Member is an individual upon whom this designation is bestowed by a resolution of the Board. Such membership may be for life or for such lesser time as determined by the Board, and such membership will not require the payment of any membership fees.

3.02 Application for Membership

Application for membership shall be made to the Board on such forms as may, from time to time be prescribed by the Board.

3.03 Minimum Age

No person shall be a member of the Society unless he or she has attained 18 years of age.

3.04 Termination of Membership

(a) Membership may be terminated

- (i) When the Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;
- (ii) The Member's terms of membership described in Article III of these By-laws are not met;
- (iii) The Member resigns by delivering a written resignation to the Chair of the Board or the Secretary of the Society, in which case such resignation shall be effective on the date specified in the resignation;
- (iv) The Member's term of membership expires; or
- (v) The Member's membership is terminated in accordance with Article (b) below or is otherwise terminated in accordance with the Articles or By-laws; or

- (vi) the Society is liquidated or dissolved in accordance with the *Societies Act*.
- (b) The Board may, by ordinary resolution of the Board of Trustees held at a properly constituted meeting called in accordance with Article 7.07 of these By-laws, and upon 7 days' notice to the member and after hearing from the member at such meeting where reasonably practicable, terminate the membership of a member for reasons or considerations that include, but are not limited to:
  - (i) An irreconcilable conflict of interest as determined by the Board, whether or not such conflict has in fact caused any harm or other consequences;
  - (ii) Violating any provision of these By-laws or any material written policies of the Society;
  - (iii) Carrying out any conduct which may be detrimental to the Society, as determined by the Board in its sole discretion; or,
  - (iv) For detrimental conduct or any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes, objectives, and business requirements of the Society.

#### **ARTICLE IV RIGHTS OF MEMBERS**

- 4.01 Any person who has been a Regular Member for more than ninety (90) days and who is in good standing with the Society shall be a Voting Member and may vote at all Membership Meetings of the Society on all matters which require approval of the membership.
- 4.02 Regular Members may stand for election as Trustees of the Society, subject to the provisions of Article VII hereof.
- 4.03 An Honorary Member shall be entitled to exercise any rights possessed at the time of acquisition of Honorary membership, but no additional or new rights shall be conferred by the granting of this designation. For example, if a Voting Member who complies with Article 4.01 is granted status as an Honorary Member, that member maintains the right to vote, but if an individual is granted the status of an Honorary Member, without being a Voting Member, the granting of such Honorary membership does not carry with it the right to vote. In the event that an Honorary Member does not have the right to vote, the Honorary Member may only attend Membership Meetings and join in discussions.

#### **ARTICLE V:**

##### **FINANCE**

- 5.01 The membership fees of the Society shall be determined by the Board from time to time.
- 5.02 Additional fees or assessments may be made by the Board providing such additional assessment is ratified by the general membership.

- 5.03 The financial statements of the Society must be audited annually by a Professional Accountant external to and independent of the Society. The auditor for the Society shall be appointed at the Annual General Meeting of the Society.
- 5.04 The Society's auditor shall be appointed by the members at the Annual General Meeting. The auditor shall hold office until the close of the next Annual General Meeting and if an appointment is not made, the incumbent auditor continues in office until a successor is appointed.
- 5.05 The Voting Members may, by Ordinary Resolution passed at a Special Meeting, remove any auditor before the expiration of the term of office. The Board shall fill any vacancy in the office of the auditor.
- 5.06 The remuneration of an auditor appointed by the Voting Members may be fixed by the Voting Members by Ordinary Resolution, or shall be fixed by the Board if the Voting Members do not do so.

## **ARTICLE VI:**

### **MEETINGS**

#### **6.01 Annual General Meeting**

The Annual General Meeting ("AGM") shall be held at such place in the Province of Alberta and on such date in each year and at such time as may be fixed from time to time by resolution of the Board. The purpose of this meeting shall be:

- (a) To consider the financial statements, auditor's report, and all other matters and documentation pertaining to the financial status of the Society;
- (b) To elect the Board as provided in Article VII;
- (c) Subject to the requirements set forth in the Act, to consider and, if seen fit, to adopt any By-laws or the repeal, amendment or re-enactment thereof;
- (d) To appoint an auditor and to authorize the Board to fix the remuneration of the auditor; and,
- (e) To consider, deal with and dispose of all such other business as may properly come before the meeting.

#### **6.02 Special Meeting**

Special Meetings may be called at such time in the Province of Alberta by the Board whenever the Board deems such a meeting advisable for promoting the objectives and activities of the Society, and a Special Meeting of the Members of the Society must be called whenever a majority of Members make a request in writing. No business shall be conducted at a Special Meeting other than that specified in the notice of meeting unless such Special Meeting is to occur at the same time as an Annual General Meeting of the Society, in which case the meeting shall include the matters to be dealt with at the Annual General Meeting.

#### **6.03 Electronic Meetings**



If the Board chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the Society, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility.

A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of these By-laws, any person participating in such a meeting of the Society who is entitled to vote at that meeting, may vote on a show of hands or on a ballot, or by means of any telephonic, electronic or other communication facility that the Board has made available for that purpose.

#### 6.04 Notice of Meeting

- (a) Notice of the Annual General Meeting shall be in writing stating the place, date and time of the meeting and shall be delivered by letter or electronic communication to each voting member not less than (21) days before the date of such meeting.
- (b) Notice of Special Meeting shall be in writing stating the purpose, place, date and time of the meeting and shall be delivered by letter or electronic communication to each voting member not less than (21) days before the date of such meeting.
- (c) If mailed the notice of any meeting shall be deemed delivered when deposited in regular mail with the address of the Voting Member as it appears on the records of the society.

#### 6.05 Waiver of Notice

Whenever any notice is required by these By-laws or under the Act, a waiver of such notice, so long as it is in writing and signed by the person entitled to receive such notice, or their lawfully appointed attorney, shall be deemed equivalent to receiving notice in accordance with these By-laws or under the Act and no proceedings or any resolution passed at any such meeting shall be invalidated because of the absence of such person. This provision shall be in addition to any other or different statutory provisions as to waiver of notice. Such waiver of notice shall apply only to the meeting in which such notice relates and shall not have effect upon the Members' right to notice of all subsequent meetings.

#### 6.06 Quorum

Subject to the Act, a quorum for the Annual General Meeting and Special Meetings shall be seven (7) Voting Members, or their designated proxies.

#### 6.07 Order of Business

The usual parliamentary procedure as laid down in the latest edition of "Robert's Rules of Order" shall govern all debates, when not in conflict with these By-laws.

#### 6.08 Voting

All votes shall be carried by a majority of those Voting Members present at any special meeting or Annual General Meeting or their proxies, unless expressly provided by these By-laws.

6.09 Proxies

- (a) Every Voting Member may, by means of a proxy, appoint a person to attend the meeting on the Voting Member's behalf to act in the manner set out in the proxy, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
  - (i) the Voting Member; or
  - (ii) the attorney of the Voting Member authorized in writing under a valid power of attorney.
- (d) A proxy is valid only at the meeting in respect of which it is given or at the continuation of that meeting after an adjournment.
- (e) A proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (f) A proxy shall be deposited with the Chair of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours, excluding Saturdays and holidays before the meeting.

6.10 Casting Vote

The Chair of any meeting shall have a vote and a casting vote in the event of a tie.

**ARTICLE VII:**

**BOARD OF TRUSTEES**

7.01 Board

The management, affairs, business and concerns of the Society shall be vested in a Board of Trustees of at least seven (7) in number and no more than fifteen (15) in number, all of whom shall be Regular Members in good standing of the Society. The Voting Members may fix the number of directors from time to time by Ordinary Resolution.

7.02 Term

- (a) Term shall mean a period of time a Trustee is elected at the AGM, or a period of time they are appointed as per Article 7.12.

- (b) Subject to Article 7.12 and Article 7.15, the term of office of all Trustees elected at the Annual General Meeting shall be three (3) years or such lesser term as the Society at such Annual General Meeting may decide.
- (c) A Trustee may serve a maximum of two (2) consecutive terms to a maximum of six (6) years.
- (d) Should a former Trustee who has served two consecutive terms wish to serve for another term they must take a two (2)-year hiatus where they do not serve before serving on the Board again.

#### 7.03 Eligibility

The Board of Trustees shall only include any Regular Member of the Society, who is:

- (i) In good standing;
- (ii) Committed and aligned with the Society's Mission, Vision, Values, and Philosophy of Care;
- (iii) Not ineligible by virtue of the irreconcilable conflict of interest guidelines, as established by the Board from time to time; and,
- (iv) Not an Ineligible Individual who has made a disclosure to the Board as required by section 7.04, unless that person has received approval of the Board to remain a Trustee within thirty (30) days after such disclosure is made.

If a person ceases to be qualified as provided in this section 7.03, the person thereupon ceases to be a Trustee and the vacancy so created may be filled in the manner prescribed in section 7.12.

#### 7.04 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer.<sup>2</sup> If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 7.03 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 7.12.

#### 7.05 Control and Management

The Board shall have overall control and management of the affairs of the Society, with authority to do everything necessary and desirable in the conduct of the business of the Society, and in accordance with these By-laws. In all cases, however, the Board operates under the authority of the general membership and the Board's actions may be overruled

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<sup>2</sup>The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

by a Special Resolution of the Members at a properly constituted meeting with notice to all members under the Special Meeting provision 6.02.

7.06 Operating Divisions

The Board is expressly allowed to create, at its discretion, operating divisions of the Society, and it may delegate to a board of an operating division such power and authority as the Board sees fit. In exercising this power, the Board may incorporate subsidiaries and/or pass and change by-laws governing such operating divisions as the Board considers necessary and appropriate.

7.07 Board Meetings

The Board shall hold such regular meetings as are necessary in the opinion of the Board, with the intent that a regular meeting is held in each calendar quarter.

7.08 Calling Meetings

- (a) Meetings of the Board shall be called at the request of the Chair, or the President and CEO, or the Secretary, or any 25% of Board members desiring a meeting.
- (b) Such a meeting can be called:
  - (i) By notice to all Trustees to the addresses appearing on the books of the Society provided that such notice is mailed at least seven (7) days before the date of the meeting; or,
  - (ii) By notice by telephone call, email or other electronic means to each Trustee personally provided that such notice is given at least twenty-four (24) hours before the date of such meeting; or such lesser period of time where 25% of the Board agrees.

7.09 Quorum

A majority of the Trustees shall constitute a quorum for all purposes. All votes of the Board shall be carried by a majority of those Trustees present.

7.10 Casting Vote

The Chair of any meeting shall have a vote and a casting vote in the event of a tie.

7.11 Resolution Instead of Meeting

A resolution in writing, signed in counterpart by fax, pdf or other electronic means which allows for written records, by all of the Trustees entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.

7.12 Vacancy

The Board may appoint any qualified Regular Member as set out in Article 7.03 above until the next Annual General Meeting of the Society to fill a vacancy on the Board, in which case such Trustee shall be appointed for the balance of such unexpired term.

7.13 Remuneration

No Trustee or Officer shall be entitled to any remuneration for services rendered as a member of the Board, but a Trustee or Officer shall be entitled to be paid any out-of-pocket and other general expenses incurred by a Trustee or Officer in the course of discharging any duty for the Society.

7.14 Resignation

Any Trustee may resign at any time by letter to the Secretary of the Society.

7.15 Termination

- (a) Any Trustee absent from three (3) meetings within a twelve (12) month period without reasonable excuse and prior written concurrence of the Chair or Vice-Chair of the Board shall automatically cease to be a member of the Board.
- (b) A Trustee may be removed from office before the expiration of a term upon either: a minimum of 75% of the Board approving the removal of such Trustee; or by special resolution of the members. Such removal shall be valid only if decided at a properly constituted meeting of the members or of the Board.

**ARTICLE VIII**

**OFFICERS**

- 8.01 The Officers of the Society shall include a Chair, a First Vice-Chair, a Second Vice-Chair and a Secretary, and other such officers as the Board may from time to time determine appropriate. Such Officers of the Society shall be elected by resolution and shall perform such duties as the Board may, from time to time, establish by resolution and as proscribed by these By-Laws. All Officers shall be Trustees and shall hold office from the date of their election by the Board, until the conclusion of the next Annual General Meeting of the Society.
- 8.02 The Board may, by way of a majority vote at any meeting called for that purpose remove any Officer before the expiration of his or her term and may, by majority vote cast at that meeting or thereafter, elect any person in his or her stead for the balance of such unexpected term.
- 8.03 The Chair of the Board shall preside at all meetings of the Society and of the Board. The Chair of the Board shall be an ex-officio and voting member of all committees. The Chair of the Board shall also perform all other duties as may be determined, from time to time, by the Board. In the absence of the Chair, the Chair's duties shall be performed by the First Vice-Chair or if not available, the Second Vice-Chair, both of whom shall also perform such other duties as the Board may from time to time by resolution determine.
- 8.04 The Secretary shall be responsible to ensure recording and maintenance of all votes and minutes of proceedings at all meetings of the Board and of the Society and shall perform such other duties as may be determined by the Board.

- 8.05 The Board shall appoint the President and Chief Executive Officer of the Society who shall oversee operations and the Executive of the Bethany Care Society. Such Officers of the Society shall only attend meetings of the Board, and meetings of committees of the Board, when invited by the Board or such committees.

## **ARTICLE IX**

### **COMMITTEES**

- 9.01 Committees may be appointed at the discretion of the Board to initiate and supervise programs or for any other purpose deemed necessary and desirable by the Board. Such committees shall have those duties and responsibilities delegated by the Board, at its discretion, and the membership of such committees shall be determined by the Board.

## **ARTICLE X**

### **NOMINATIONS**

- 10.01 A slate of nominees for the Board shall be prepared annually by a nominating committee comprised of four (4) Voting Members, two (2) of whom shall be elected by the Members at the Annual General Meeting and two (2) of whom shall be appointed annually by the Board. The two (2) members of the committee elected at the Annual General Meeting, if they resign from the committee, shall be replaced by further appointments by the Board.
- 10.02 In the event that no elections to the nominating committee are made at the Annual General Meeting, the Board shall appoint the number of committee members necessary to fill the vacancies.
- 10.03 Other nominations for the Board from the general membership will be accepted from the floor at the Annual General Meeting.
- 10.04 All nominations must be made by Voting Members.

## **ARTICLE XI**

### **AMENDMENT**

- 11.01 The By-laws of the Society shall not be rescinded, altered or added to except by Special Resolution of the Voting Members and every such Special Resolution shall be filed with the Registrar and shall have no force or effect until the approval of the Registrar has been obtained and the rescission, alteration or addition has been registered.

## **ARTICLE XII**

### **FUNDING**

- 12.01 The Board may from time to time at its discretion:

- (a) Raise or borrow money for the purposes of the Society and secure the repayment of the same by mortgage or charge or securities upon the undertaking and the whole or any part of the assets and property of the Society (present and future);
  - (b) Issue bonds, debentures or other securities payable to bearer or otherwise;
  - (c) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
  - (d) Grant securities under the Bank Act or otherwise.
- 12.02 Any such bonds, debentures or other securities, issued or to be issued by the Society may be issued at a discount, premium or otherwise and upon such other terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Society, subject however to any limitations contained in the Societies Act.
- 12.03 Notwithstanding sections 12.01 and 12.02, in no case shall debentures of the Society be issued without approval by means of a Special Resolution.

### **ARTICLE XIII**

#### **PROTECTION OF TRUSTEES, OFFICERS AND OTHERS**

- 13.01 Every Protected Person shall be indemnified and saved harmless by the Society from and against:
- (a) Any liability and all costs, charges and expenses that are sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his or her office; and,
  - (b) All other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Society.
- No Protected Person shall be indemnified by the Society in respect of any liability, costs, charges, or expenses that they sustain or incur as a result of their own fraud, dishonesty, willful neglect or willful default.
- 13.02 None of the provisions of Article 13.01 shall be construed as a limitation upon the right of the Society to exercise its general power to enter into a contract or undertaking of an indemnity with, or for the benefit of any Protected Person in any proper case not provided for herein.
- 13.03 The Society shall purchase and maintain liability insurance or such other insurance for the benefit of the Society and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
- (a) property and public liability insurance
  - (b) Directors' and Officers' insurance; and

(c) may include such other insurance as the Board sees fit.

The Society shall ensure that each Protected Person is included as an insured person to any policy of Directors' and Officers' insurance maintained by the Society.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Society.

13.04 It shall be the obligation of any person seeking insurance coverage or indemnity from the Society to co-operate fully with the Society in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Society.

13.05 Before giving approval to the indemnities provided in section 13.01, and if the Board has determined to purchase insurance pursuant to section 13.03, the Board shall confirm that it has considered:

- (a) the degree of risk to which the Protected Person is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance; and
- (c) whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Society.

#### **ARTICLE XIV:**

##### **MISCELLANEOUS PROVISIONS**

###### 14.01 Fiscal Year

The Fiscal Year of the Society shall be determined by Ordinary Resolution of the Board.

###### 14.02 Adoption of By-Laws

These By-laws shall be adopted and become effective at the date of registration with the Registrar.

###### 14.03 Interpretation of By-Laws

- (a) All terms contained in the By-laws which are not defined in the By-laws and which are defined in the Act shall have the meaning given to such terms in the Act, and words importing the singular number only shall include the plural and vice versa. Words importing "persons" shall include individuals, bodies corporate, societies, companies, partnerships, syndicates, trusts and any number of persons. These Bylaws are to be interpreted broadly and generously.
- (b) The headings used throughout these By-laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these By-laws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.



- (c) To the extent of any conflict between the provisions of the By-laws and the provisions of the Act, the provisions of the Act shall govern.
- (d) The invalidity or unenforceability of any provision of the By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws.
- (e) Subject to the jurisdiction of any applicable court, the interpretation of these By-laws shall be the sole domain of the Board.

#### 14.04 Inspection of Records by Members

The Secretary of the Society shall be responsible for keeping all necessary books and records of the Society as required by these By-laws, the Act, or any other statute or law.

All books and records of the Society may be inspected by any Member in good standing with the Society during regular business hours at the Society 's registered office, so long as reasonable notice is provided to the Secretary.

The Society shall furnish to a Member, at the Member's request, a copy of the Society's application for incorporation and By-laws, and may charge a Member any amount permitted by the Act for such purpose.