

## **CONSTITUTION**

1. The name of the society is the FARSHA Farm and Ranch Safety and Health Association (the “Association”).
2. The purposes of the Association are:
  - a. To promote safe and healthy agricultural workplaces.
  - b. To educate members of the agricultural community on health and safety in the workplace.
  - c. To foster compliance with Workers Compensation Board of British Columbia (“WSBC”) agricultural health and safety regulations.
  - d. To act as a liaison between WSBC and the agricultural community in order to aid communication and consultation.

**BYLAWS  
of  
FARSHA FARM AND RANCH SAFETY AND HEALTH ASSOCIATION**

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## BYLAWS

### FARSHA FARM AND RANCH SAFETY AND HEALTH ASSOCIATION

#### PART 1. - INTERPRETATION

##### 1.1 Definitions

In these Bylaws and the Constitution of the Association, unless the context otherwise requires:

- a. **“Address of the Association”** means the address of the Association as filed from time to time with the Registrar in the Notice of Address;
- b. **“Annual Membership Dues”** means the annual dues paid by Members, which includes a \$1 levy paid at each Association annual general meeting by the Directors.
- c. **“Association”** means the FARSHA Farm and Ranch Safety and Health Association;
- d. **“BCAC”** means the B.C. Agriculture Council;
- e. **“BCAC Directors”** means the Directors appointed by the BCAC;
- f. **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;
- g. **“Board Resolution”** means:
  - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
  - (ii) a resolution that has been submitted to all Directors and consented to in writing by a majority of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board
- h. **“Bylaws”** means the bylaws of the Association as filed with the Registrar of Companies;
- i. **“Chair”** means the Chair of the Board as appointed by BCAC Directors and CFU Directors by consensus;

- j. **“CFU”** means the Canadian Farmworkers Union;
- k. **“CFU Directors”** means the Directors appointed by CFU;
- l. **“Constitution”** means the constitution of the Association as filed with the Registrar of Companies;
- m. **“Directors”** means those Persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a **“Director”** means any one of them;
- n. **“Electronic Means”** means any system, including but not limited to telephonic, electronic, radio, computer, or Internet-based technology or communications facility that: (i) in relation to a meeting or proceeding, permits participants to communicate or otherwise participate as if they were present in person, and (ii) in relation to a vote, permits an eligible voter to cast a vote on a particular matter that adequately discloses the intention of the voter;
- o. **“Executive Director”** means the executive officer of the Association as hired by the Board.
- p. **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- q. **“Levy Paying Employer”** means all employers registered in the WorkSafeBC agriculture subsector 7010.
- r. **“Members”** means those persons or organizations who have become members in accordance with these Bylaws and, in either case, have not ceased to be members, and a **“member”** means any one of them;
- s. **“Mutatis Mutandis”** means that the necessary changes having been made or applied;
- t. **“Ordinary Resolution”** means an ordinary resolution as defined under the Societies Act;
- u. **“Person”** means a natural person;
- v. **“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;
- w. **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- x. **“Societies Act”** means the *Societies Act* of British Columbia, as amended from time to time and in the event of its repeal, all legislation that substantially replaces it;

- y. **“Special Resolution”** means any of the following:
  - (i) a resolution passed at a general meeting by at least 2/3 of the votes cast by the Members, whether cast in person or by proxy;
  - (ii) a resolution consented to in writing by all of the Members; or
  - (iii) if voting by Electronic Means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution, and
- z. **“WSBC”** means Workers Compensation Board of British Columbia.

## **1.2 Societies Act Definitions**

The definitions in the Societies Act apply to these Bylaws and the Constitution.

## **PART 2. - MEMBERSHIP**

### **2.1 Admission to Membership**

In order to become a Member of the Association, the proposed member must be either:

- (a) an authorized representative of BCAC or CFU; or
- (b) a Levy Paying Employer in the agriculture classification units;

### **2.2 Cessation of Membership**

A Member will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Address of the Association and the effective date of the resignation stated thereon; or
- (b) on dissolution of the organization represented by the Member; or
- (c) on being expelled by Special Resolution at a general meeting.

### **2.3 Dues**

The amount of the annual membership dues for Directors must be determined by the Board at the annual general meeting of the Association.

## **2.4 Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws and the policies of the Association adopted by the Directors from time to time; and
- (b) further and not hinder the purposes, aims and objectives of the Society.

## **PART 3. - MEETINGS OF MEMBERS**

### **3.1 Time and Place of General Meetings**

The general meetings of the Association will be held at such time and place, in accordance with the Societies Act, as the Board decides.

### **3.2 Extraordinary General Meeting**

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

### **3.3 Calling of Extraordinary General Meeting**

The Board may, whenever it thinks fit, convene an extraordinary general meeting.

### **3.4 Notice of General Meeting**

The Association will give not less than 14 days' written notice of a general meeting to those Members entitled to receive notice; but those Members may waive or reduce the period for a particular meeting by unanimous consent in writing.

### **3.5 Contents of Notice**

Notice of a general meeting will specify the place, the day and the hour of the meeting and shall include the text of any Special Resolutions to be proposed or considered at that meeting.

### **3.6 Omission of Notice**

The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

### **3.7 Annual General Meetings**

An annual general meeting shall be held at least once in every calendar year or as otherwise required under the Societies Act.



## **PART 4. - PROCEEDINGS AT GENERAL MEETINGS**

### **4.1 Special Business**

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting, except:
  - (i) the adoption of rules of order;
  - (ii) consideration of the financial statements;
  - (iii) consideration of the report of the Directors;
  - (iv) consideration of the report of the auditor, if any;
  - (v) the election or appointment of Directors;
  - (vi) the appointment of the auditor, if any; and
  - (vii) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

### **4.2 Requirement of Quorum**

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

### **4.3 Loss of Quorum**

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

### **4.4 Quorum**

A quorum at a general meeting is at least three Members, present in person or by proxy.

#### **4.5 Lack of Quorum**

If within 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 be adjourned and reconvened, and if a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present in person and by proxy will constitute a quorum and the meeting may proceed.

#### **4.6 Chair**

The Chair of the Association will, subject to a Board Resolution appointing another Person, chair all general meetings; but if at any general meeting the Chair, or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Members present may choose one of their number to chair that meeting.

The chair shall appoint, or act as, a secretary of each general meeting. The secretary shall record the minutes of the general meeting setting out the decisions taken, such minutes to be presented for the approval of the Members at the following meeting.

#### **4.7 Alternate Chair**

If a Person presiding as chair of a general meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

#### **4.8 Adjournment**

A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **4.9 Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

#### **4.10 Motions need not be Seconded**

No resolutions proposed at a general meeting need be seconded.

#### **4.11 Ordinary Resolution Sufficient**

Any issue at a general meeting which is not required by these Bylaws or the *Societies Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

#### **4.12 Entitlement to Vote**

Each Member is entitled to one vote at a general meeting.

#### **4.13 No Casting Vote**

In case of an equality of votes, the Person presiding as chair of a general meeting will not have a casting or second vote in addition to the vote the Person presiding as chair may be entitled to as a Member and the proposed resolution will not pass.

#### **4.14 Decisions by Show of Hands, Voice Vote, Electronic Means or Secret Ballot**

Unless otherwise determined by Board Resolution, voting will be by show of hands, voice vote recorded by the secretary of the meeting or by Electronic Means except that, at the request of any two Members present at the meeting, a secret vote by written ballot will be required.

#### **4.15 Voting by Proxy**

A proxy may only be issued to, and by, any Member in good standing. Such proxy will be written and include the specific date of the meeting, purpose of the meeting, name of the Member to whom the proxy is issued and the name and signature of the person issuing the proxy. Proxies shall be delivered to the Board or its designate for validation, then to the chair of the meeting prior to the start of the specified meeting. There is no limit to the number of proxies which a Member may have the authority to present.

#### **4.16 Ordinary Resolution in Writing**

A resolution in writing which is identified as an Ordinary Resolution and signed by a minimum of 2/3 of the Members who would have been entitled to vote on the resolution at a general meeting of the Association is as valid and effectual as an Ordinary Resolution as if it had been passed at a meeting of Members duly called and constituted and will be deemed to be an Ordinary Resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one Ordinary Resolution in writing. Such Ordinary Resolution will be filed with minutes of the proceedings of the Members 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.

#### **4.17 Special Resolution in Writing**

A resolution in writing which is identified as a Special Resolution and has been signed by all the Members who would have been entitled to vote on the resolution at a general meeting of the Association is as valid and effectual as a Special Resolution as if it had been passed at a meeting of Members duly called and constituted and will be deemed to be a Special Resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one Special Resolution in writing. Such Special Resolution will be filed with minutes of the proceedings of the Members 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 5. - DIRECTORS**

### **5.1 Powers of Directors**

The property and the affairs of the Association will be managed by the Board. The Board may exercise all such powers and do all such acts and things as the Association 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 at a general meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Association; and
- (b) these Bylaws and the Constitution.

### **5.2 Fiduciary Obligations**

Each director shall:

- (a) act honestly and in good faith and in the best interests of the Association; and
- (b) exercise the care, diligence and skill of a reasonably prudent Person.

### **5.3 Number of Directors**

The number of Directors will be comprised of seven Persons:

- (a) three (3) Directors appointed by BCAC;
- (b) three (3) Directors appointed by CFU; and
- (c) one (1) Director appointed by consensus by BCAC and CFU, such Director acting as Chair.

### **5.4 Appointment of Directors**

Directors will be appointed prior to the annual general meeting by BCAC and CFU and will take office commencing at the close of such meeting.

#### **5.5 Term of Office**

Directors appointments will be confirmed at the annual general meeting. Such appointments shall be staggered. The term of each Director shall be for two years.

#### **5.6 Consecutive Terms**

Directors may be elected for consecutive terms.

#### **5.7 Term Limits**

A Director may serve consecutive terms totalling no more than six years. BCAC and CFU may waive the foregoing term limit for any one or more Directors and appoint a Director for one or more additional terms.

#### **5.8 Appointment of Less than Required Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires but if no successor is appointed, the Person previously elected as a Director will continue to hold office for the following year. If such Person is unable or unwilling to act as a Director, the Board by Board Resolution can appoint a replacement Director in such a manner as to preserve the proportion of BCAC Directors and CFU Directors set out in Article 5.3.

#### **5.9 Removal of Directors**

A Director may be removed prior to the expiry of his or her term of office by Special Resolution.

#### **5.10 Other Vacancies**

Notwithstanding the foregoing Bylaws, if a Director ceases to hold office before the expiry of his or her term, the Board by Board Resolution can appoint a replacement Director in such a manner as to preserve the proportion of BCAC Directors and CFU Directors set out in Article 5.3.

#### **5.11 Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

#### **5.12 Directors Subscribe to and Support Purposes**

Every Director will unreservedly subscribe to and support the purposes of the Association.

### **5.13 Ceasing to be a Director**

A Person will automatically cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Address of the Association and the effective date of the resignation stated therein; or
- (b) upon the expiry of his or her term; or
- (c) upon his or her removal; or
- (d) upon his or her death.

### **5.14 Compensation of Director**

A Director is not entitled to any compensation in his or her capacity as a Director. A Director is entitled to receive per diem rates, as set by the Association, for work done while engaged in the affairs of the Association.

### **5.15 Powers of the Board**

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Association. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Association in furtherance of the purposes of the Association.

### **5.16 Investment of Property and Standard of Care**

If the Board is required to invest funds on behalf of the Association, the Board may invest the property of the Association in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Association.

### **5.17 Investment in Mutual or Pooled Funds**

The property of the Association may be invested by the Board, or by any agent or delegate of the Board, in any mutual fund, common trust fund, pooled fund or similar investment.

### **5.18 Investment Advice**

The Directors may obtain advice with respect to the investment of the property of the Association and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

### **5.19 Delegation of Investment Authority to Agent**

The Directors may delegate to a stockbroker, investment dealer, property manager, investment counsel or any other agent that the Board deems appropriate, the degree of authority with respect to the investment and management of the Association's property that a prudent investor might delegate in accordance with ordinary business practice.

## **PART 6. - PROCEEDINGS OF THE BOARD**

### **6.1 Calling of Meetings**

Regular meetings of the Board shall be held not less than six times in each calendar year, at the call of the Chair, at any place in British Columbia that the Chair deems reasonable after consultation with the Directors.

### **6.2 Procedure of Meetings**

The Chair shall, at least seven (7) days prior to each meeting deliver a copy of the agenda to each Director. Ad-hoc meetings will require that at least two (2) days' notice be given to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Association.

### **6.3 Quorum**

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors. Directors may attend meetings by Electronic Means.

Notwithstanding these quorum requirements, in the event that either all Director representatives appointed by CFU or all Director representatives appointed by BCAC are absent from a meeting, the Chair shall adjourn a meeting.

### **6.4 Chair of Meetings**

The Chair of the Association will, subject to a Board Resolution appointing another Person, chair all meetings of the Board; but if at any Board meeting the Chair or such alternate Person appointed by a Board Resolution is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

The chair, or their replacement, shall appoint or act as a secretary of each Board meeting. The secretary shall record the minutes of the Board meeting setting out the decisions taken, such minutes to be presented for the approval of the Board at the following meeting.

#### **6.5 Alternate Chair**

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

#### **6.6 Declaration of Interest**

A Director who is in any way, whether directly or indirectly, interested in a proposed contract or transaction with the Association, shall disclose full and promptly the nature and extent of his or her interest in accordance with the Act. The Directors shall then decide whether the conflicted Director can either vote or be present during Board discussions of such contract or transaction.

A Director who has, or may have, an interest in a proposed contract or transaction with the Association will be counted in the quorum of a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction.

#### **6.7 Passing Resolutions**

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

#### **6.8 No Casting Vote**

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

#### **6.9 Procedure for Voting**



Voting will be by show of hands, voice vote recorded by the secretary of the meeting, or by Electronic Means, except that, at the request of any one Director, a secret vote by written ballot will be required.

In the event that the number of Directors appointed by CFU and the number of Directors appointed by BCAC present at a regular meeting are unequal, the representative group having the lesser number of Directors present may require that voting on a particular matter be postponed until the next regular meeting. A representative group may only exercise its right to postpone voting once with respect to a particular meeting.

#### **6.10 Deemed Consent**

A Director who is present at a meeting shall be deemed to have consented to any resolution passed or action taken at that meeting unless the Director dissented on the matter and requests that a written record of his or her dissent be entered in to the minutes of the meeting.

#### **6.11 Resolution in Writing**

A Board Resolution in writing which has been deposited with the secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together 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**

#### **7.1 Standing and Special Committees**

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 a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

#### **7.2 Delegation to Committees**

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

#### **7.3 Terms of Reference and Rules**

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.

#### **7.4 Meetings**

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. - DUTIES OF OFFICERS AND DIRECTORS**

#### **8.1 Election of Officers**

At the first meeting of the Board, the Board will appoint the Vice Chair and the Treasurer.

#### **8.2 Removal of Officers**

A Person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than two-thirds of the Directors present.

#### **8.3 Replacement**

Should the Chair or any other officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will appoint, by Board Resolution a replacement without delay, such replacement being subject to the approval of BCAC and CFU by consensus.

#### **8.4 Duties of Chair**

The Chair will supervise the Executive Director in the execution of his or her duties and will preside at all meetings of the Association and of the Board.

#### **8.5 Vice Chair**

The Vice Chair will carry out the duties of the Chair during the Chair's absence.

#### **8.6 Treasurer**

The Treasurer of the Association has the following duties:

- (a) keep such financial records, reports and returns, including books of account, as are necessary to comply with the *Societies Act* and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

### **8.7 Minute Taker**

The Chair may appoint any Person to take the minutes of any meeting.

## **PART 9. - EXECUTION OF INSTRUMENTS**

### **9.1 No Seal**

The Association will not have a seal.

### **9.2 Execution of Instruments**

Subject to any policies set by the Board, contracts, documents or instruments in writing requiring the signature of the Association may be signed by:

- (a) the Chair, together with the Treasurer, or
- (b) any two Directors; or
- (c) the Executive Director,

and all contracts, documents and instruments in writing so signed will be binding upon the Association without any further authorization or formality. The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any person or persons, on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

## **PART 10. - BORROWING**

### **10.1 Powers of Directors**

The Board may not raise or secure payment or repayment of money on behalf of or in the name of the Association.

## **PART 11. - AUDITOR**

### **11.1 Requirement**

The Association is required to appoint an external auditor with the qualifications described in the *Societies Act*.

### **11.2 Restrictions on Appointment**

No Director or employee of the Association will act as auditor.

### **11.3 Appointment of Auditor at Annual General Meeting**

At each annual general meeting, the Association will appoint an auditor to hold office until he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Societies Act*.

### **11.4 Removal of Auditor**

An auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the *Societies Act*.

### **11.5 Notice of Appointment**

An auditor will be promptly informed in writing of his, her or its appointment or removal.

### **11.6 Restrictions on Appointment**

No Director or employee of the Association will act as auditor.

### **11.7 Attendance at Annual General Meetings**

The auditor may attend general meetings.

## **PART 12. - NOTICES**

### **12.1 Entitlement to Notice**

Notices of a general meeting will be given to:

- (a) every person shown on the register of Members as a Member on the day the notice is given; and
- (b) the auditor.

No other person is entitled to be given notice of a general meeting.

### **12.2 Method of Giving Notice**

A notice may be given to a Member, their representative, or a Director either personally, by delivery, facsimile, electronic mail, or by first class mail posted to such person's Registered Address.

### **12.3 When Notice Deemed to have been Received**

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received. Any notice delivered either personally, by delivery, facsimile, electronic mail, or by first class mail will be deemed to have been given on the day it was so delivered or sent.

### **12.4 Days to be Counted in Notice**

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

## **PART 13. - MISCELLANEOUS**

### **13.1 Inspection of Records, Annual Report**

The documents, including the books of account, of the Association and the minutes of meetings of the Association and the Board will be open to the inspection of the Members and the Directors at reasonable times and on reasonable notice to the Chair.

The annual report of the Association shall be made available to the public. Association shall be subject to audit by the WSBC.

### **13.2 Participation in Meetings by Electronic Means**

Any meeting of the Association, the Board or any committee, may also be held, or any Member, Director or committee member may participate in any meeting of the Association, the Board or any committee, respectively, by telephone or video conference call or other Electronic Means as long as all the Members, Directors, or Persons participating in the meeting can hear and respond to one another. All such Members, Directors, or Persons so participating in any such meeting will be deemed to be present in Person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote or other Electronic Means recorded by the secretary of such meeting. This method of voting will from time to time be used for passing resolutions.

### **13.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions**

The rules governing when notice is deemed to have been given set out in these Bylaws will apply *Mutatis Mutandis* to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

### **13.4 Right to become Member of other Society**

The Association will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Association's purposes.

### **13.5 Not a Reporting Society**

Subject to an order of the Registrar pursuant to the *Societies Act* stating that the Association is a "reporting society" as defined under the *Societies Act*, the Association is not a "reporting society".

## **PART 14. - INDEMNIFICATION**

### **14.1 Indemnification of Directors and Officers**

Subject to the provisions of the *Societies Act*, each Director and each officer of the Association will be indemnified by the Association against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Association.

## **14.2 Indemnification of Past Directors and Officers**

To the extent permitted by the *Societies Act*, the Association will indemnify and hold harmless every Person heretofore now or hereafter serving as a Director or officer of the Association and that Person's heirs and Personal representative, by reason of being or having been a Director or officer of the Association.

## **14.3 Advancement of Expenses**

To the extent permitted by the *Societies Act*, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Association prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

## **14.4 Approval of Court and Term of Indemnification**

The Association will apply to the court for any approval of the court, which may be required to ensure that the indemnities herein are effective and enforceable. Each Director and each officer of the Association on being elected or appointed will be deemed to have contracted with the Association upon the terms of the foregoing indemnities.

## **14.5 Indemnification not Invalidated by Non-Compliance**

The failure of a Director or officer of the Association to comply with the provisions of the *Societies Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

## **14.6 Purchase of Insurance**

The Association 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 15. - BYLAWS**

### **15.1 Entitlement of Members to copy of Constitution and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Constitution and Bylaws of the Association.

## **15.2 Special Resolution required to Alter or Add to Bylaws**

These Bylaws will not be altered or added to except by Special Resolution.

## **PART 16. - WSBC REPORTING**

### **16.1 Budget Proposals, Annual Reports**

Budget proposals and annual reports of the Association shall be forwarded to WSBC.