KIDZINC SCHOOL AGE CARE SOCIETY OF ALBERTA

BYLAWS

ARTICLE 1- DEFINITIONS AND INTERPRETATION

1.1 Name

The name of the Society shall be KidZinc School Age Care Society of Alberta (**the "Society**").

1.2 Dissolution

Upon the dissolution of the Society, after payment of all its debts and liabilities, any remaining funds and assets shall be donated to one or more qualified donees as defined in subsection 149.1(1) of the *Income Tax Act* (Canada) as determined by the Board.

1.3 Society

The Society is a non-profit organization which shall not make any distributions of its assets or payments of profits to its Members, and all benefits and revenues will be used by the Society to promote its objectives.

1.4 Amendment to Bylaws

The Bylaws can only be amended by a Special Resolution of the Members of the Society.

1.5 Definitions

In this Bylaw and all other Bylaws of the Society, unless otherwise defined or the context otherwise requires:

(a) "**Act**" means the *Societies Act*, R.S.A. 2000, as from time to time amended, and every statute that may be substituted for such Act and, in the case of such substitution, any references in the Bylaws of the Society to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.

(b) "**Annual General Meeting**" means a meeting of the Members as required by the Act.

(c) "**Administrative Member**" means a non-voting class of membership open to employees of the Society who have met all membership criteria established by the Board from time to time, and whose membership has been approved by the Board.

(d) "**Associate Member**" means a voting class of membership open to childcare professionals, non-custodial family members of program enrollees, and community members whose objectives align with that of the Society, have met all membership criteria established by the Board from time to time, and whose application for membership has been approved by the Board.

(e) "**Audit Committee Chair**" means the Chair of the Audit Committee of the Society elected or appointed by the Board with the primary responsibility of leading the Audit Committee in the execution of its mandate.

(f) "**Board of Directors**" or "**Board**" means the Board of Directors of the Society.

(g) "**Bylaws**" means, collectively, this Bylaw and all other Bylaws of the Society from time to time in force and effect.

(h) "**Chair**" or "**Chairperson**" means the Chair of the Board of Directors elected or appointed by the Board with the primary responsibility of leading the Board in the execution of its mandate.

(i) "**Director**" means a member of the Board elected or appointed by the Members of the Society at the Annual General Meeting.

(j) "**Executive Director**" means the sole employee of the Board who acts on behalf of the Board and the Members in executing the strategic plan and overseeing day-to-day operations of the Society.

(k) "**Ineligible Individual**" means an individual not eligible to hold a seat on the Board based on criteria described in section 149.1 of the *Income Tax Act* (Canada).

(l) "**In Writing**" and "**Written**" includes printing, typewriting and any other mode of representing or reproducing words in visible form including, without limitation, transmission in electronic format.

(m) "**Meeting of Members**" means any meeting of Members, including Annual General Meetings and Special Meetings.

(n) "**Member**" means individuals who have paid monthly service fees to enroll one or more children in the program, and whose fees are not in arrears; or those individuals who hold current positions on the Board.

(o) "**Officer**" means an officer elected or appointed by the Board.

(p) "**Ordinary Resolution**" means a resolution passed by a majority of the votes cast on that resolution.

(q) "**Policies**" means the governance policies that regulate the business or affairs of the Society, which may be made, amended, or repealed from time to time by the Board. These governance policies are distinct from the administrative policies that regulate the day-to-day operations of the Society, which may be made, amended, or repealed from time to time by the Executive Director.

(r) "**Program**" means any childcare program provided by the Society.

(s) "**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 Corporation, 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, whether in the person's personal capacity or as a Director, Officer, employee, or volunteer of the Society.

(t) "**Qualified Accountant**" means an accountant who is registered and in good standing as a chartered professional accountant under the *Chartered Professional Accountants Act* (Alberta), who is independent of the Society and its Directors, Officers, and employees.

(u) "**Register of Members**" means the register maintained by the Society containing, among other things, the names of the Members of the Society.

(v) "**Registered Office**" means the registered office of the Society.

(w) "**Registrar**" means the Registrar as defined by the *Business Corporations Act* (Alberta), and any successor thereto.

(x) "**Secretary**" means the Director of the Society elected or appointed by the Members of the Society at the Annual General Meeting with the primary responsibility of documenting the actions and decisions of the Board.

(y) "**Service Fees**" means the fees charged by the Society in return for services provided to Members.

(z) "**Society**" means KidZinc School Age Care Society of Alberta or such other name as may be substituted after approval is obtained from the Registrar.

(aa) "**Special Meeting**" means any Meeting of Members that is not an Annual General Meeting.

(bb) "**Special Resolution**" means:

(i) a resolution passed:

(A) at an Annual 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 an Annual 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 Annual 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 an Annual General Meeting or Special Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

(cc) **"Vice-Chair"** means the Vice-Chair of the Board of Directors elected or appointed by the Board.

1.6 Interpretation

For greater certainty, all terms contained in the Bylaws which are not defined in the Bylaws 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. Subject to the jurisdiction of any applicable court, the interpretation of these Bylaws shall be the sole domain of the Board.

The Board is the sole authority for the interpretation of the Bylaws and the decision of the Board on any question of interpretation shall be final and binding.

1.7 Conflict with Bylaws

To the extent of any conflict between the provisions of the Bylaws and the provisions of the Act, the provisions of the Act shall govern.

1.8 Invalid Provisions

The invalidity or unenforceability of any provision of the Bylaws shall not affect the validity or enforceability of the remaining provisions of the Bylaws.

ARTICLE 2 - GENERAL

2.1 Registered Office

The registered office shall at all times be in Alberta. The Society may from time to time change the address of the registered office within Alberta.

2.2 Execution Of Agreements

(a) Agreements, instruments or any other documents requiring execution by the Society may be signed by any two of the Chair, Audit Committee Chair, or Executive Director, and all such agreements, instruments or documents so signed shall be binding upon the Society.

(b) The Board may from time to time by resolution appoint any Officer or Officers or any individual or individuals on behalf of the Society to sign agreements, instruments, or other documents generally or to sign specific agreements, instruments other documents.

(c) The corporate seal of the Society, if applicable, shall be in such form as the Board may from time to time adopt and, when so adopted, shall be retained by the Executive Director at the registered office, or as the Board may otherwise direct. The seal of the Society may, when required, be affixed to agreements, instruments or other documents executed on behalf of the Society in the manner contemplated by this section. However, no agreement, instrument or other document is invalid merely because the corporate seal of the Society is not affixed on such agreement, instrument or other document.

2.3 Banking Arrangements

The banking business of the Society including, without limitation, the borrowing of money and the giving of security to secure the obligations of the Society, shall be transacted with such banks,

trust companies or other bodies corporate or organizations as may from time to time be authorized by the Board. Such banking business shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

2.4 Cheques, Drafts and Notes

All bank drafts, cheques, promissory notes, bills of exchange or other negotiable instruments, and all withdrawals from the Society's accounts shall be executed in the name of the Society and signed by any two individuals designated by resolution of the Board.

2.5 Fiscal Year

The fiscal year of the Society shall terminate on August 31 in each year or as the Board may from time to time by resolution otherwise determine.

2.6 Powers of the Society

The Society:

(a) May acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, lease, mortgage, let, improve and develop it, and may erect and maintain necessary buildings;

(b) May receive and hold payments, grants, devises, gifts and bequests made to it by any other agency of government, whether municipal, provincial or federal, or by any person or society; and

(c) Shall use the funds, property, payments, grants, devises, gifts and bequests so obtained or received for its legitimate objects only and in accordance with the Act and these Bylaws.

ARTICLE 3 - MEMBERSHIP

3.1 Membership

A Register of Members shall be maintained in accordance with the Bylaws and the Act. There shall be three classes of membership in the Society: Members, Associate Members, and Administrative Members. Members shall be:

(a) an individual over 18 years of age who has paid monthly Service Fees to enroll one or more children in the Program, and whose fees are not in arrears; or

(b) an eligible family member or guardian of a Member's children who has been appointed by the individual who remitted payment to act on their behalf, and whose appointment has been communicated in writing to the Executive Director; or

(c) those individuals who are Directors of the Society, each of whom shall cease to be a Member upon ceasing to be a Director unless otherwise qualified as per the Bylaws and Policies.

Associate Members shall be:

(d) an individual over 18 years of age, who has completed the membership requirements as determined by the Board from time to time and who is in good standing with the Society; and

(e) a childcare provider, non-custodial family member of a program enrollee, or community member whose objectives align with that of the Society, and whose application for Associate Membership has been approved by the Board.

Administrative Members shall be:

(f) an individual over 18 years of age, who has completed the membership requirements as determined by the Board from time to time and who is in good standing with the Society; and

(g) an employee or contractor of the Society, and whose application for Administrative Membership has been approved by the Board.

Each Member and Associate Member is entitled to one vote at the Annual General Meeting or any other Members Meetings. Administrative Members are not entitled to vote at the Annual General Meeting or any other Members Meetings.Terms of Membership

Memberships are granted on an annual basis, beginning at the commencement of the program year and expiring upon the termination of the family's enrollment in the program.

3.2 Register of Members

The Society shall maintain a Register of Members containing the name of every person who is admitted as a Member of the Society, together with the following particulars of each person:

(a) The full name and street address or postal address thereof;

(b) The date on which the person was admitted as a Member;

(c) The date on which the person ceased to be a Member; and

(d) The class of membership of the person.

3.3 Service Fees

The Board shall determine, from time to time, the Service Fees, if any, payable by Members and the manner of collection thereof.

(a) Members shall be notified in writing of the Service Fees at any time payable by them and, if not paid within one month following the due date, the Members in default shall automatically cease to be Members of the Society.

(b) Notwithstanding the termination of membership, a former Member remains liable for any assessments levied under the authority of this section 3.4 prior to termination of the membership.

3.4 Admission Of Members

To become a Member, an individual must:

(a) pay monthly Service Fees to enroll one or more children in the Program;

(b) not owe Service Fees in arrears;

(c) submit a completed application to the Society along with supplemental documentation as required by the Act and the Policies of the Society, which are subject to change from time to time.

The Board may, in its sole discretion, refuse to admit any applicant to the membership of the Society.

3.5 Member Conduct

All Members of the Society must comply with the Bylaws and the Policies.

3.6 Termination of Membership

(a) A Member's rights, privileges and interests in the Society cease upon termination of membership in the Society. Termination of membership in the Society shall not relieve the withdrawing Member from the payment of any fees then due or accrued;

(b) On termination of membership in the Society, a Member is not entitled to a refund of any Service Fees paid to the Society;

(c) Membership in the Society is terminated:

(i) when the Member provides a written resignation to the Executive Director;

(ii) when any Member who is not a Director terminates the enrollment of their children in the Program;

(iii) when any Member admitted to membership as a Director without children enrolled in the program ceases to be a Director of the Society;

(iv) when the Member's term of membership has expired;

(v) when the Member fails to pay Service Fees;

(vi) when the Member is required to resign or is expelled by the Executive Director at their own discretion or under the instruction of the Board;

(vii) upon the death of the Member;

(viii) upon the dissolution of the Society under the Act.

3.7 Non-Member Participation

At the discretion of the Board, non-Members of the Society may participate in Society activities.

ARTICLE 4 – MEETINGS OF MEMBERS

4.1 Calling Of Meetings

(a) Subject to the Bylaws and the requirements in the Act respecting the calling of meetings, the Board shall call an Annual General Meeting on or before November 30 each year.

(b) A Meeting of Members may be called at any time by the Secretary upon the instructions of the Chair or Board by notice as set forth in this Bylaw.

(c) The Board may by resolution call a Special Meeting at any time.

(d) The Board shall call a Special Meeting upon the written request of Members in good standing whose membership interests carry not less than 33% of the rights to vote at the proposed Meeting of Members, setting forth the reasons for calling such meeting.

(e) Notice of a Meeting of Members must be given at least seven days prior to the date of the meeting unless a Special Resolution is intended to be proposed, in which case notice must be given at least twenty-one days prior to the date of the meeting.

(f) Notice of a Members' Meeting shall be given in writing, mailed, delivered by electronic means in accordance with the provisions of the *Electronic Transactions Act* (Alberta), or delivered to the last known address or email address of each Member.

(g) Each Member shall be entitled to receive notice of, attend, and participate in all meetings of the Members of the Society.

4.2 Waiver of Notice

A Member or any other person entitled to attend a Meeting of Members may, in any manner and at any time, waive notice of a Meeting of Members, or any irregularity in any such meeting or in the notice of the meeting. Attendance of any such person at a Meeting of Members shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.3 Meeting Location and Format

(a) Subject to the requirements of the *Act*, all Meetings of Members:

(i) shall be held at the place within Calgary, Alberta, that the Board determines; or

(ii) upon the instructions of the Chair, shall be held entirely by telephone or electronic means that permits all participants to hear and communicate with one another instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms.

4.4 Quorum

(a) At any Meeting of Members, at least fifty percent of the Members who are current Directors of the Board shall constitute a quorum.

(b) If at any time during the meeting the number of Members who are current Directors is reduced below the required number for quorum, the Chair shall suspend the meeting and shall either adjourn the meeting to a later date or terminate the meeting, whereupon no further business may be transacted until a meeting with quorum is reconvened.

(c) At the discretion of the Chair, any Member may participate in a meeting of the Board by telephone or electronic means that permits all participants to hear and communicate with one another instantaneously. Any person participating by telephone or electronic means is deemed to be present at that meeting.

4.5 Chairperson of Meetings

The Chair or, in the absence thereof, the Vice-Chair, shall chair every Meeting of Members of the Society. If there is no such Officer present within thirty minutes after the time appointed for holding the meeting or, if no such Officer is willing to act as chair, the Members present shall endorse one of their numbers to chair the meeting.

4.6 Voting

(a) Each Member, including Directors, shall be entitled to one vote on all matters brought before the Members, regardless of the number of children enrolled in the program.

(b) Subject to the *Act*, applicable law and this Bylaw, and unless a ballot is demanded or required, voting at a meeting of Members shall be by way of a show of hands. Upon a show of hands each person present and entitled to vote at the meeting shall have one vote and a declaration by the Chair of the meeting that any question has been carried, carried by a particular majority or not carried (and an entry to that effect in the minutes of the meeting) shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion and the result of the vote so taken and declared shall be the decision of the Members upon such question.

(c) The Chair of the meeting or any Member entitled to vote at the meeting may require or demand a ballot upon any question, either before or immediately after any vote by show of hands, but such requirement or demand may be withdrawn at any time prior to the taking of the ballot. Any ballot shall be taken in such manner as the Chair of the meeting shall direct. On a ballot, each Member present in person and entitled to vote on a question put forth at a meeting of Members shall be entitled to one vote in respect of the question. The result of the ballot so taken shall be the decision of the Members upon the question.

(d) In case of an equality of votes at any meetings of Members, either upon a clear show of hands or upon a ballot, the question shall be deemed not to have carried.

4.7 Resolution in Lieu of Meeting

(a) A resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members.

(b) A resolution in writing dealing with all the matters required by the Act to be dealt with at a Meeting of Members, and signed by all the members entitled to vote at the meeting, satisfies all the requirements of the Act relating to Meetings of Members.

(c) Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed, and the same may be signed in counterpart.

(d) A copy of every such resolution in writing shall be kept on the books and records of the Society with the minutes of the Meetings of Members.

4.8 Annual General Meeting

(a) The Society shall present at the Annual General Meeting financial statements of the Society in accordance with the Act.

(b) At the Annual General Meeting the Members shall elect the Directors of the Society. The Directors so elected shall form the Board and shall serve until:

(i) the close of the next Annual General Meeting;

(ii) their successors are elected or appointed; or

(iii) their service is terminated before the next Annual General Meeting by some other means as set forth in this Bylaw.

ARTICLE 5 – DIRECTORS

5.1 Number

The Board shall consist of not fewer than six and not more than twelve Directors. The number of Directors within such range may be determined, from time to time, by:

(a) Resolution of the Members at each Annual General Meeting of Members or Special Meeting of Members called for such purpose; or

(b) Board resolution.

5.2 Election

A person may be appointed or elected to the Board provided such person:

(a) is present at the meeting at which they are elected;

(b) consents in writing or electronically to act as Director prior to or within ten days of such appointment or election; or

(c) acts as a Director pursuant to their appointment or election.

5.3 Qualification

Each Director shall:

(a) be an individual who is at least eighteen years of age;

(b) not have the status of a bankrupt;

(c) not be a current employee of the Board or the Society;

(d) not be a person who has been found under any applicable statute to be incapable of managing property;

(e) not be a person who has been declared incapable of managing property by a court in Canada or elsewhere;

(f) not be an Ineligible Individual who has made disclosure to the Board as required, unless that person has received approval of the Board to remain a Director within thirty days after such disclosure is made; and

(g) comply with all other director eligibility requirements as set out in policies adopted by the Board from time to time.

5.4 Ineligibility

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that they have become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer. If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to the Bylaws and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed within the Bylaws.

5.5 Term of Office

(a) The term of office shall be one year, to expire at the next Annual General Meeting following the Director's election, or, if no successor is elected at the Annual General Meeting, to expire when a successor is elected.

(b) No Director shall serve more than six consecutive one-year terms.

5.6 Duties

The Directors shall:

(a) subject to absences with just cause, attend all meetings of the Society, the Board, and any relevant Board Committees;

(b) subject to the *Act* and the Bylaws, vote on all motions;

(c) disclose any actual or potential conflicts of interest to the Board and abstain from voting when there is a conflict of interest;

(d) develop and maintain Board policies with regard to any matter in a manner consistent with the *Act* and the Bylaws, as needed;

(e) collectively oversee the organization's activities and operations; and

(f) collectively provide high-level direction to the Society through the creation, development, and implementation of a strategic plan.

5.7 End of Term and Removal from Office

A Director shall cease to hold office upon the occurrence of any of the following events:

(a) the death of a Director;

(b) the adjournment or termination of the meeting at which their successor is elected;

(c) the resignation in writing of the Director;

(d) the Members in good standing pass an Ordinary Resolution to remove the Director for any cause which the Society may deem reasonable;

(e) the Board passes an Ordinary Resolution to remove the Director for any cause which the Board may deem reasonable; or

(f) becoming ineligible or otherwise failing to meet the qualifications of a Director of the Society.

5.8 Vacancies

Where there is a vacancy on the Board and;

(a) where there is a quorum of Directors, the remaining Directors:

(i) may exercise all the powers of the directors; and/or

(ii) may fill the vacancy until the next Annual General Meeting without undue delay; and

(b) where there is no quorum of Directors, the remaining directors shall call a Special Meeting of the Members for the purpose of electing Directors to fill any vacancies.

5.9 Action by the Board

Subject to the Bylaws, the Board shall manage or supervise the management of the affairs of the Society and may exercise all such powers and do all such acts and things as may be exercised or done by the Society and which are not expressly directed or required by the Act or other statute or the Bylaws to be done in some other manner.

5.10 Appointment of an Auditor/Accountant

To the extent required under the Act, the Board shall each year appoint an auditor or accountant to prepare the financial statements of the Society.

ARTICLE 6 - MEETINGS OF DIRECTORS

6.1 Calling of Meetings

(a) The Board shall hold a minimum of six regular meetings each year. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no further notice shall be required for any such Regular Meeting.

(b) A meeting of the Board may be called by any two Directors at any time except as provided by the *Act* and the Bylaws. Any two Directors may call a meeting of the Board and provide that the meeting be held entirely by telephone or electronic means that permits all participants to hear and communicate with one another instantaneously.

(c) Notice of any meeting of the Board shall state in reasonable detail the business to be conducted at the meeting.

(d) Notice of the time and place of each Meeting of the Board shall be given in writing, mailed, delivered by electronic means in accordance with the provisions of the Electronic Transactions Act (Alberta), or delivered to the last known address or email address of each Director entitled to attend the meeting not less than twenty-four hours before the time when the meeting is to be held, provided that meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the directors are present or if all the absent directors waive notice.

(e) For the first meeting of the Board to be held immediately following the election of directors at the Annual General Meeting of Members or a Special Meeting of the Members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the Board is present.

6.2 Waiver of Notice

A Director or any other person entitled to attend a meeting of the Board may, in any manner and at any time, waive notice of a meeting, or any irregularity in any such meeting or in the notice of the meeting. Attendance of any such person at a meeting of the Board shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.3 Meeting Location and Format

Meetings of the Board and of any committee of the Board:

(a) shall be held at the place within Calgary, Alberta, that the Chair or Committee Chair determines; or

(b) upon the instructions of the Chair or Committee Chair, shall be held entirely by telephone or electronic means that permits all participants to hear and communicate with one another instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms.

6.4 Quorum

(a) At any Meeting of the Board, at least fifty percent of the Directors shall constitute a quorum.

(b) If at any time during the meeting the number of Directors is reduced below the required number for quorum, the Chair shall suspend the meeting and shall either adjourn the meeting to a later date or terminate the meeting, whereupon no further business may be transacted until a meeting with quorum is reconvened.

(c) If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the business of that meeting shall be deferred to the next meeting of the Board.

(d) At the discretion of the Chair, a Director may participate in a meeting of the Board by telephone or electronic means that permits all participants to hear and communicate with one another instantaneously. Any person participating by telephone or electronic means is deemed to be present at that meeting.

6.5 Attendance

The only persons entitled to be present at a meeting of the Board shall be:

(a) the Directors entitled to vote at the meeting;

(b) the Officers of the Society; and

(c) any other person by invitation of the Directors, which may be approved by an Ordinary Resolution.

6.6 Chairperson of Meetings

The Chair or, in the absence thereof, the Vice-Chair, shall chair every meeting of the Board. If there is no such Officer present within thirty minutes after the time appointed for holding the meeting or, if no such Officer is willing to act as Chair, the Directors present may choose one of their numbers to chair the meeting.

6.7 Voting

(a) At all Meetings of the Board, every question shall be determined by a majority of votes unless a larger majority is required by law or the Bylaws.

(b) The method of voting at any meeting of the Board shall be determined by the Chair of the meeting prior to any vote being taken. Each Director shall have one vote on each question raised at any Meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed not to have passed.

6.8 Resolution In Lieu of Meeting

(a) A resolution in writing signed by all the Directors 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.

(b) A copy of every such resolution in writing shall be kept on the books and records of the Society with minutes of the meetings of the Board.

ARTICLE 7 – BOARD COMMITTEES

7.1 Appointment of Committees

Subject to the Societies Act and the Bylaw, the Board may appoint such committees as it deems appropriate from time to time and set the rules governing such committees.

ARTICLE 8 – OFFICERS

8.1 Appointment of Officers

The Board may from time to time appoint Officers, in particular, a Chair, a Vice-Chair, an Executive Director, a Secretary, and an Audit Committee Chair. The Board may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call or as the Board prescribes.

8.2 Term

The term of each Officer who is not an employee shall be one year, to expire at the next Annual General Meeting following their appointment.

8.3 Removal of Officers

An Officer of the Society ceases to hold office upon the occurrence of any of the following events:

(a) the death of the Officer;

(b) the resignation in writing of the Officer; or

(c) the removal of the Officer by the Board, by way of Ordinary Resolution.

8.4 Duties

The Officers of the Society, once appointed, shall have the following duties:

(a) The Chair shall:

(i) preside over all meetings of the Society, the Board, and any relevant committees;

(ii) oversee the selection of the Executive Director and support and monitor their performance;

(iii) act as a liaison between the Board and the Executive Director;

(iv) ensure the Board is effective in its task of setting organizational direction and strategy;

(v) oversee recruitment, composition, and development of the Board; and

(vi) perform other such duties as may be assigned by the Board.

(b) The Vice-Chair shall:

(i) attend all meetings of the Society, the Board, and any relevant committees;

(ii) serve as acting Chair when the Chair is absent; and

(iii) perform other such duties as may be prescribed by the Board.

(c) The Executive Director shall:

(i) be the Chief Executive Officer of the Society;

(ii) subject to the direction of the Board, supervise and control the operations of the Society and its employees;

(iii) maintain the Register of Members;

(iv) prepare and keep operational books and records of the Society;

(v) have the right to receive notice of, attend, and speak at, but not vote at (unless otherwise as a Member), all meetings of the Board, any committee of the Board, and any meeting of the Members, except those meetings where the terms of employment, compensation, or performance of the Executive Director are discussed.

(d) The Secretary shall:

(i) attend all meetings of the Society, the Board, and committees of the Board (unless another person is designated to act as Secretary of such meeting);

(ii) keep accurate minutes of all Board meetings;

(iii) keep all other books and records and correspondence of the Board;

(iv) send all notices of the various meetings as required; and

(v) perform other such duties as may be prescribed by the Board.

(e) The Audit Committee Chair shall:

(i) preside over all meetings of the Audit Committee;

(ii) oversee the accounting and finance functions of the Executive Director and the finance manager to ensure that the Society's finance policies are in force;

(iii) perform other such duties as may be prescribed by the Board.

8.5 Delegation of Duties

Any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

8.6 Dual Roles

Except for the office of the Chair and the Executive Director, a person may be nominated or selected for, elected or appointed to, and hold, more than one office.

ARTICLE 9 – REMUNERATION

9.1 Remuneration

No Officer, Director, or Member of the Society shall receive remuneration for services, unless approved by the Board. However, reasonable expenses incurred by an Officer, Director, or Member of the Society, which are approved by and on behalf of the Society, will be reimbursed by the Society**.**

ARTICLE 10 – FINANCE AND RISK

10.1 Borrowing

For the purpose of carrying out its objects, the Society may borrow, raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures. The power to issue debentures shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

10.2 Auditing

(a) The books, accounts and records of the Society shall be audited at least once each year by a Qualified Accountant. A complete and proper financial statement setting out the Society's income, disbursements, assets and liabilities, audited and signed by the Society's auditor for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society.

(b) The books and records of the Society may be inspected by any voting Member of the Society at the Annual General Meeting or at any time upon the approval of an Ordinary Resolution of the Directors. The books and records of the Society may be inspected by a Director at any time upon giving reasonable notice and arranging a time satisfactory to the Secretary.

10.3 Insurance

(a) The Society shall purchase and maintain appropriate liability 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:

(i) Property and public liability insurance;

(ii) Directors' and Officers' liability insurance; and

(iii) Any other insurance as the Board sees fit.

(b) 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.

(c) 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.

(d) 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 the responsibility or liability to any third party without the prior agreement of the Society.

10.4 Indemnification

(a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such Protected Person sustains or incurs:

(i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or

(ii) in relation to the affairs of the Society generally.

(b) The indemnity outlined in this section shall only be effective:

(i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Society inclusive of whatever valid and collectible insurance has been collected; and

(ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in honesty and good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

(c) The Society shall also indemnify any Protected Person, firm, or corporation in such circumstances designated by law, upon approval by the Board.

(d) Nothing in this Article shall limit the legal right of any person, firm, or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article. -

ARTICLE 11 - ADDITIONAL GENERAL PROVISIONS

11.1 Filing of Special Resolutions, Notices, etc.

The Society shall:

(a) File with the Registrar every Special Resolution or unanimous resolution passed for any purpose mentioned in the Act; and

(b) Otherwise ensure that every notice, return or resolution required to be filed with the Registrar shall be dated and verified by a person having knowledge of the affairs of, and who is an officer, director or is otherwise authorized by the Board.

11.2 Furnishing Bylaws and Application to Members

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

11.3 Minutes, Books and Records

All books and records of the Society may be inspected by any Member during regular business hours at the Society 's registered office as posted on its website.