


CAROL PREST

BYLAWS

BYLAW I

DEFINITIONS AND INTERPRETATION

- 1.01 Unless otherwise provided in these Bylaws, any words or phrases defined in the Societies Act shall apply in these Bylaws.
- 1.02 Definitions:
- a) The “Act” means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto.
 - b) “Board” means the Directors of the Society acting as authorized by the Constitution and these Bylaws to manage the activities and affairs of the Society.
 - c) “Board resolution” means 1) a resolution passed at a duly constituted meeting of the Directors by a simple majority of the votes cast by those Directors who are participating in person or by electronic means, or 2) a resolution that has been submitted to the Directors and consented to in writing by at least two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of Directors.
 - d) “Bylaws” mean the bylaws of the Society as filed in the office of the Registrar.
 - e) “Constitution” means the constitution of the Society as filed in the office of the Registrar.
 - f) “Directors” means those Members who are or who subsequently become directors of the Society in accordance with these Bylaws.
 - g) “Electronic Means” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that: 1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and 2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
 - h) “general meeting” means the annual general meeting of the Society, and any extraordinary or special general meetings of the Society.
 - i) “Member” means those individuals who are, or who subsequently become, members of the Society in accordance with these Bylaws.
 - j) “Ordinary resolution” means: 1) a resolution passed at a duly constituted general meeting by a simple majority of the votes cast by those who are present and entitled to vote at the meeting, or 2) a resolution that has been submitted to the Members and

consented to in writing by at least two-thirds (2/3) of the Members who would have been entitled to vote on the resolution in person at a general meeting.

- k) "President" means the individual elected to the office of president of the Society in accordance with these Bylaws.
 - l) "Registrar" means the Registrar of Companies of the Province of British Columbia.
 - m) "Secretary" means the individual elected to the office of secretary of the Society in accordance with these Bylaws.
 - n) "Society" means the British Columbia Brain Injury Association
 - o) Special resolution means: (1) a resolution of which the notice required by the Act and these Bylaws has been provided, passed at a duly constituted general meeting by at least two-thirds (2/3) of the votes cast in respect of the resolution by those who are present and entitled to vote, or 2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting.
 - p) "Treasurer" means the individual elected to the office of treasurer of the Society in accordance with these Bylaws.
 - q) "Vice President" means the individual elected to the office of vice president of the Society in accordance with these Bylaws.
- 1.03 Expressions referring to writing shall be construed as including references to digital, printing, lithography, typewriting, photography and other modes of representing or reproducing words in a visible form.
- 1.04 Words importing the singular include the plural and vice versa; and words importing a male person include a female person or a corporation.
- 1.05 The Rules of Construction contained in the Interpretation Act shall apply, mutatis mutandis, to the interpretation of these Bylaws.

BYLAW II

MEMBERSHIP

2.01 MEMBERS

- a) Membership in the Society will be restricted to:
 - i. those individuals who were members of the Society prior to the annual general meeting of the Society held in 2018; and

- ii. those individuals who are subsequently admitted as Members in accordance with these Bylaws, provided, in each case, that such individual has not ceased to be a Member in accordance with these Bylaws.
- b) An individual is eligible to apply for membership in the Society if he or she:
 - i. is at least 19 years of age;
 - ii. is ordinarily resident in British Columbia; and
 - iii. declares an interest in or an intention to become interested in supporting, directly or indirectly, the purposes of the Society and its related activities.
- c) All Members shall be entitled to receive notice of and to attend general meetings and shall be required to pay any membership fees, dues, and assessments prescribed for members under these Bylaws.
- d) All Members in good standing shall be entitled to speak and vote at general meetings. A Member not in good standing is not entitled to speak or vote at general meetings.

2.02 APPLICATION FOR MEMBERSHIP

- a) Any person eligible under the provisions of paragraph 2.01(b) hereof desiring to become a Member shall apply for membership by delivering to the business office of the Society a written application in a form approved by the Directors, duly completed by the applicant or on behalf of the applicant by an authorized representative.
- b) Each application for membership will be considered by the membership committee duly appointed by the directors which may accept or reject any such application for recommendation to the board. If an application for membership is rejected, any membership fee submitted shall be returned to the applicant. If the application for membership is accepted by the committee, the applicant shall become a member of the Society upon the approval of the Directors.

2.03 OBLIGATIONS OF MEMBERSHIP

- a) Every Member shall uphold the Constitution and be bound by and conform to the Bylaws of the Society and all policies from time to time passed by the Directors.
- b) Every Member shall pay all fees and annual dues which are owed, if any, promptly.

2.04 SUSPENSION AND EXPULSION OF MEMBERS

The Directors may, by Board resolution, suspend or expel any Member from membership for failure to comply with the obligations of membership or for conduct that is, in the reasonable opinion of the Board, contrary to the best interests of the Society. The Member in question shall be given appropriate notice of the proposed discipline, including the Board's reasons, and shall be entitled to respond to those reasons prior to

the Board's decision, in such manner as the Board considers appropriate. A Director subject to suspension or expulsion shall not be allowed to vote on the matter.

2.05 WITHDRAWAL OF MEMBER

- a) All memberships must be renewed each year at the time of the Society's annual general meeting. Membership renewal is considered accepted for the coming year by registering to attend the annual general meeting or otherwise declaring intent to continue membership for a further year.
- b) A Member may withdraw from membership by giving written notice to the Society, which resignation shall be effective upon receipt thereof by the Society. Any person who has withdrawn from membership in the Society remains liable for payment of all dues and assessments payable prior to the withdrawal becoming effective.

2.06 FEES AND ANNUAL DUES

- a) The Directors may from time to time determine, by Board resolution, the amounts payable by the Members as a membership fee and as annual dues.
- b) The Secretary shall from time to time cause to be mailed or emailed to each member a statement of his/her indebtedness to the Society for fees, dues and the amount thereof shall constitute a debt payable to the Society.

2.07 GOOD STANDING

- a) A Member is in good standing unless:
 - i. s/he has not paid any amounts (including, but not limited to, membership fees and annual dues) owing to the Society within 60 days of such amount being due; or
 - ii. s/he has been suspended in accordance with these Bylaws.
- b) Any Member who is not in good standing shall be suspended from the right to speak and vote at general meetings.
- c) After 120 days non-payment of monies owing to the Society the Member shall cease to be a member of the Society.

2.08 REGISTER OF MEMBERS

A register of members shall be maintained by the Secretary of the Society and shall, in addition to any information required by the provisions of the Societies Act, show the full name and one means of contact for each member, the date upon which s/he became a member and, if applicable, the date upon which s/he ceased to be a member.

2.09 GAIN FOR MEMBERS

The Society shall be carried on without purpose of gain for its members and any and all profits or other accretions to the Society shall be used for promoting its purposes. This clause was previously unalterable.

BYLAW III

MEETINGS

3.01 ANNUAL GENERAL MEETING

The Annual General Meetings of the Society shall be held once each calendar year and not later than 6 months after the fiscal year end at such time and place within the Province of British Columbia as the Directors may decide. Notice of the Annual General Meeting must be sent to each Member at least fourteen (14) days before the meeting, and must include the date, time and location of the meeting, as well as the text of any special resolution to be presented at the meeting.

At the discretion of the Directors, an annual general meeting will be deemed, for the purposes of the Act, to have been where every voting member signs a consent resolution providing for all the business required at the annual general meeting. This consent resolution can be circulated and signed by electronic means. If an annual general meeting is deemed to have been held by consent resolution it will be deemed to have been held on the date on which the last voting member consents to the resolution, or such later date specified in the resolution and the requirements under this Act and the Bylaws in respect of calling, giving notice of and holding the annual general meeting are deemed to have been met.

3.02 ADDITIONAL GENERAL MEETINGS

Additional general meetings of the Society may be called at any time by the Board of Directors. In addition, ten percent (10%) or more of the Members entitled to vote may at any time, by notice in writing (200 words or less) specifying the purpose of the meeting, such notice to be signed by them and delivered to each listed Director of the Society, require the Directors to call a special general meeting of the Society, and the Directors shall thereupon call a special general meeting of the Society within twenty-one (21) days of receipt for a meeting to be held within sixty (60) days.

3.03 QUORUM

Quorum for all business at all general meetings shall consist of three Members in good standing or ten per cent (10%) of the voting members, whichever is the greater.

3.04 RIGHT TO VOTE

Each Member in good standing of the Society shall, at all meetings of the Society at which s/he is present in person, be entitled to one (1) vote on each motion or resolution at the meeting. There shall be no voting by proxy.

3.05 CHAIRPERSON

At all general meetings of the Society the President, or in the President's absence or inability to act, the Vice-President, shall preside as chairperson. If neither the President nor the Vice-President is present at the meeting within fifteen (15) minutes after the time appointed for holding the meeting, the members present shall choose someone of their number to preside as chairperson of the meeting.

3.06 VOTING

At all general meetings of the Society every question shall be decided by ordinary resolution unless these Bylaws or applicable law requires a special resolution.

Every question shall be decided by a show of hands unless a secret ballot is requested by at least two Members entitled to vote, or as directed by the chairperson of the meeting.

3.07 Announcement of result

A declaration by the Chairperson of the general meeting that a resolution has been passed or not passed and an entry to that effect recorded in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

BYLAW IV

BOARD OF DIRECTORS

4.01 **BOARD OF DIRECTORS**

There shall be no less than six (6) and no more than twelve (12) Directors on the Board, which specific number may be set from time to time by ordinary resolution. The Society shall encourage participation from all areas of the province of British Columbia.

4.02 **ELECTION OF DIRECTORS TO THE BOARD**

Directors shall be elected from a cross-section of representations of the BCBIA members and each individual elected shall serve for a term of up to two years, as determined by Board resolution. Directors' can serve multiple consecutive terms, without limit.

An individual employed by a for profit corporation or not for profit agency/organization may be elected to serve as a Director, provided that such Director must not represent such entity's interests on the Board, but must serve in his or her individual capacity, to advance the interests of the Society, and such position is not reserved for an individual from that specific entity.

4.03 VACANCY ON THE BOARD OF DIRECTORS

The Board of Directors may appoint, by Board resolution, a qualified Member as a Director to fill any vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office. The term of office of an additional Director shall expire at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

In addition, the Board of Directors may at any time appoint additional Directors to the Board provided that the number of Directors on the Board shall not exceed the maximum number fixed under these Bylaws and such appointed Director will serve for a term of up to two years, as determined by the Board at the time of appointment.

4.04 QUALIFICATION OF A DIRECTOR

In addition to the qualifications set out in the Societies Act, a Director:

- a) must be a member in good standing of the Society.
- b) may not be any person or family member of any person who is currently employed by the Society or who has been employed within the immediately preceding two (2) years.
- c) must be able to fulfill the duties and responsibilities of the office of Director specified by the Board.
- d) must consent, in writing, to act as a director of the Board.

4.05 REMOVAL OR RESIGNATION OF A DIRECTOR

- a) Any Director may at any time resign by notice in writing delivered to the President or Secretary.
- b) A Director may be removed from office prior to the expiry of his or her current term by:
 - i. Special resolution, in which case the Members may appoint a replacement Director by Ordinary resolution; or
 - ii. Board resolution, in which case the Director in question will be provided appropriate notice of the Board resolution, but may not vote on the resolution.

4.06 REMUNERATION OF A BOARD OF DIRECTOR

No Director or Officer shall receive remuneration for his or her services as a Director, but any reasonable expenses incurred by a Director on behalf of the Society may be reimbursed or defrayed by the Society with the approval of the Chairperson or his/her delegate.

4.07 AUTHORITY OF THE BOARD OF DIRECTORS

The management and administration of the affairs of the Society shall be vested in the Board. In addition to the powers conferred upon them, the Board may exercise all such powers of the Society and do all such acts and things on its behalf as are not required by the Act or these Bylaws to be exercised or done by the Members. The Board of Directors shall have full power to adopt, by Board resolution, such policies, rules and regulations for the conduct of the affairs of the Society as they think fit, provided that such policies, rules and regulations are not inconsistent with the Constitution of the Society and these Bylaws.

4.08 MEETINGS OF THE BOARD OF DIRECTORS

- a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings of the Directors shall be held at regular intervals and shall be held at such time and place as the Board may from time to time determine.
- b) Not less than 2 days' notice in writing shall be given of Directors' meetings, provided that no notice of meeting of the Directors shall be necessary:
 - i. For a meeting following the Annual General Meeting; or
 - ii. If all the Directors are present or if those absent have signified their consent to the meeting being held in their absence or in case of emergency, where the President has declared such to be the case.
- c) Meeting of the Directors may be called by the;
 - i. President,
 - ii. Vice President,
 - iii. Secretary, on the direction of two (2) Directors, or
 - iv. Treasurer.
- d) Questions arising at any meeting of the Board shall be decided by Board resolution. In the case of a tie of votes, the resolution is defeated.
- d) The quorum necessary for the transaction of business at a meeting of the Board shall be fifty per cent (50%) of the total number of Directors.

4.09 DIRECTORS' ATTENDANCE AT THE BOARD MEETINGS

Only Directors are entitled to attend Board meetings. All others attend at the invitation of the Board. Directors are expected to attend all board meetings where possible. If the Director is unable to attend, then he/she shall send their regrets to the President of the Board prior to the meeting. Three consecutive absences without valid reason may result in the Director being asked to resign.

4.10 MEETINGS BY MEANS OF COMMUNICATIONS FACILITY

A Director may participate in a meeting of the Directors by means of any communication facilities by which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this Bylaw shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote thereat. The Directors may set standards of attendance including but not limited to the minimum number of meetings whereat a Director must be physically present.

4.11 RESOLUTION IN WRITING

A resolution in writing signed by all of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

4.12 INDEMNIFICATION

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

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

BYLAW V

OFFICERS

5.01 OFFICERS

The Directors, including a President, a Vice-President, a Secretary and a Treasurer (the "officers"), shall be elected or re-elected by the voting membership of the Society at each annual general meeting. A person may be elected as an officer for consecutive terms, without limit.

All officers, by the fact of their election as officers, are automatically Directors. Any two (2) officers in the Society, except President and Secretary, may be held by the same individual.

5.02 PRESIDENT AND VICE-PRESIDENT

The President shall undertake such duties and responsibilities as required by the chair of the Board and is responsible for overseeing the other directors in the execution of their duties. The President shall, when in attendance act as chairperson at all the meetings of the members and the Directors. The Vice-President shall assist the President at all times in any duties of office as the President shall request, and is responsible for carrying out the duties of the President if the President is absent or unable to act.

5.03 TREASURER

The Treasurer shall undertake responsibility for doing, or making the necessary arrangements for receiving and banking monies collected, preparing payments for all expenses, maintaining the accounting records of the Society financial transactions, preparing the Society's financial statements, and completing all of the Society's filing respecting taxes.

5.04 SECRETARY

The Secretary shall undertake responsibility for doing or making the necessary arrangements for issuing notices of general meeting and directors meetings, preparing and maintaining of the minutes of proceedings of the meetings of the members and the Board of Directors of the Society, also the records of the Society, including the Constitution and Bylaws, conducting the correspondence of the Board, and filing the annual report of the Society and all other filings with the registrar under the Act.

5.05 PAST PRESIDENT

The Past-President shall remain on the Board as a mentor for the incoming President, offering support for a one-year transition period. The Past-President is a voting Director.

5.06 SENIOR MANAGER

The Directors may at their discretion engage the services of Senior Manager and fix the remuneration, if any, to be paid to that person. The Senior Manager shall perform such duties, including implementing policies initiated by the Board of Directors and supervising the activities of the staff of the Society as the Board of Directors may commit to him or her.

BYLAW VI

COMMITTEES

6.01 COMMITTEES

The Board of Directors may strike such standing or special committees for such purposes as they may determine, in which case the committee shall have the authority as delegated by the Board of Directors to act on behalf those matters, subject only to any express limitation of their authority made by The Board of Directors.

BYLAW VII

INSPECTION BY MEMBER

7.01 INSPECTION OF RECORDS

- a) The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.
- b) A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:
 - i. the Constitution and these Bylaws, and any amendments thereto;
 - ii. the statement of directors and registered office of the Society;
 - iii. minutes of any General Meeting, including the text of each resolution passed at the meeting;
 - iv. resolutions of the Members in writing, if any;
 - v. annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
 - vi. the register of Directors;
 - vii. the register of Members;
 - viii. the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
 - ix. copies of orders made by a court, tribunal or government body in respect of the Society;
 - x. the written consents of Directors to act as such and the written resignations of Directors; and
 - xi. the disclosure of a Director or of a senior manager regarding a conflict of interest.

- c) Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.
- d) Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

BYLAW VIII

ACCOUNTS

8.01 ACCOUNTS

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

8.02 AUDITORS

- a) The Society may waive the requirement of an audit of the financial statements of the Society by a membership vote.
- b) If the members have chosen to undertake an audit, they shall appoint an auditor (may not be a director, officer, manager or employee of the Society or any person who is a partner of or in the employment of any of the aforesaid) to hold office for such a period and at such remuneration as the Board of Directors may determine.
- c) Any auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and officers of the Society such information and explanation as may be necessary for the performance of the duties of the auditor.
- d) Any auditor of the Society is entitled to receive notice, and to attend any meeting of the members of the Society at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire in respect with such accounts.

8.03 FINANCIAL STATEMENTS

The Directors shall present to the members of the Society at each Annual General meeting a financial statement of the Society prepared and approved in accordance with the Societies Act.

8.04 FISCAL YEAR

The fiscal year of the Society shall terminate on such date in each year as the Board of Directors may from time to time determine.

BYLAW IX

INVESTMENT OF FUNDS

9.01 INVESTMENT

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society 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 Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

BYLAW X

EXECUTION OF CONTRACT AND INSTRUMENTS IN WRITING

10.01 NO SEAL

The Society may have a corporate seal but will not use the seal for the purpose of executing documents.

10.02 EXECUTION OF INSTRUMENTS

- a) Contracts, documents or instruments in writing requiring the signature of the Society may be signed as follows:
 - i. by the Chair, together with one other director, or
 - ii. in the event that the Chair is unavailable to provide a signature, by any two Directorsand all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.
- b) 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 Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

10.03 SIGNING OFFICERS

The President, Vice-President, Treasurer and such other individuals as may be designated by Board resolution from time to time will be authorized to sign cheques and banking documents on behalf of the Society.

BYLAW XI

NOTICES

11.01 NOTICES

Any notice required or permitted to be given under the provisions of these Bylaws shall be sufficient and proper if it is in writing and given either by personal service, facsimile transmission, email, registered mail or regular mail including the Society’s newsletter, to be addressed to the intended recipient at his/her address as the address appears in the records of the Society. Such notice, if delivered personally or by facsimile transmission, email, shall be deemed to have been received by the addressee on the date of delivery. Otherwise, if the notice is mailed or published in the newsletter, it shall be deemed to have been received by and given to the intended recipient on the fifth business day following the date of mailing. Notice shall be sufficient if it provides an accurate summary of the resolution together with a notice that the detailed resolution may be inspected at the offices of the Society.

BYLAW XII

AMENDMENT

12.01 AMENDMENT

Notwithstanding any other provision contained herein, no amendment to these Bylaws shall be made or, if made, be effective unless and until such amendment has been approved by special resolution of the members and filed in accordance with the Societies Act.

BYLAW XIII

DISSOLUTION

13.01 DISSOLUTION

In the event of dissolution of the Society, the funds and assets of the Society remaining after satisfaction of its debts and liabilities shall be given or transferred to some other organizations designated by members of the Society at that time, provided that such organizations shall be a charitable organization recognized by the Department of National Revenue Canada as being qualifies as such under the provisions of the Income

Tax Act (Canada) as from time to time amended. This clause was previously unalterable.