Filed Date and Time: November 30, 2020 11:47 AM Pacific Time
Society Incorporation Number: S0029738

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Of a document filed with the
Province of British Columbia
Registrar of Companies
CAROL PREST

CANADIAN MENTAL HEALTH ASSOCIATION, KAMLOOPS BRANCH BYLAWS

PART 1– INTERPRETATION

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

(a) "B.C. Division" means Canadian Mental Health Association, B.C. Division which is a society under the *Societies Act*;

(b) "Board" and "Directors" means the directors of the Society for the time being, and "Director" means one of them;

(c) "Branch" means a society under the *Societies Act* that is a party to a subsisting agreement with B.C. Division commonly known as a "branch agreement";

(d) "Bylaws" mean these bylaws, and "Bylaw" means one of them;

(e) "Constitution" means the constitution of the Society under the *Societies Act* from time to time;

(f) "Corporation" means an incorporated or unincorporated (but formally organized) society, council, commission, club, association, or other organization;

(g) "CMHA National" means the Canadian Mental Health Association which is a corporation under the *Canada Not-for-Profit Corporations Act* (Canada), as enacted or amended from time to time and every statute that may be substituted for that Act;

(h) "Ineligible Individual" has the meaning in section 149.1 of the *Income Tax Act* (Canada), as enacted or amended from time to time and every statute that may be substituted for that Act;

(i) "*Interpretation Act*" means the *Interpretation Act* (British Columbia), as enacted or amended from time to time and every statute that may be substituted for that Act;

(j) "Members" means the Ordinary Members and Non-Voting Members from time to time pursuant to these Bylaws, and "Member" means one of them;

(k) "Non-Voting Member" means those persons who become Non-Voting Members in accordance with these Bylaws and who have not ceased to be Non-Voting Members, and a "Non-Voting Member" means any one of them;

(l) "Ordinary Members" means those persons who become Ordinary Members in accordance with these Bylaws and who have not ceased to be Ordinary Members, and an "Ordinary Member" means any one of them;

(m) "Registrar" means the Registrar of Companies of the Province of British Columbia, Canada;

(n) "Society" means Canadian Mental Health Association, Kamloops Branch;

(o) "*Societies Act*" means the *Societies Act* (British Columbia), as enacted or amended from time to time and every statute that may be substituted for that Act and the regulations made pursuant to that Act; and

(p) "Staff Member" means any employee or consultant of the Society, a Branch, B.C. Division or CMHA National.

1.2 *Societies Act* and *Interpretation Act* definitions applicable

The definitions in the *Societies Act* and the definitions and rules of construction in the *Interpretation Act*, with the necessary changes, so far as applicable, and unless the context requires otherwise, apply to these Bylaws as if they were an enactment. If there is a conflict between a definition in the *Societies Act* and a definition or rule in the *Interpretation Act* relating to a term used in these Bylaws, the definition in the *Societies Act* will prevail in relation to the use of the term in these Bylaws. If there is a conflict between these Bylaws and the *Societies Act*, the *Societies Act* will prevail.

1.3 Headings

The headings used in these Bylaws are inserted for reference purposes only and are not to be construed or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

PART 2– MEMBERSHIP

2.1 Classes of Members

There will be two classes of membership in the Society, Ordinary Members and Non-Voting Members.

2.2 Application for Ordinary Membership

Any individual who declares an interest in supporting the purposes of the Society and CMHA National or who has contributed to meeting the goals and objectives of the Society and CMHA National may apply for Ordinary Membership by delivering to the Society a completed application in a form approved by the Board and by paying the annual membership due.

2.3 Eligibility for Ordinary Membership

A Corporation or a Staff Member is not eligible for Ordinary Membership.

2.4 Application for Non-Voting Membership

Any Corporation or Staff Member who declares an interest in supporting the purposes of the Society and CMHA National or who has contributed to meeting the goals and objectives of the Society and CMHA National may apply for Non-Voting Membership by delivering to the Society a completed application in a form approved by the Board and by paying the annual membership due.

2.5 Appointment of honorary members as Non-Voting Members

The Directors may appoint any individual as an honorary member of the Society in recognition of outstanding service to the Society or outstanding achievement in the field of mental health. An individual appointed as an honorary member is a Non-Voting Member of the Society.

2.6 Applications made to the Society

If an application for membership is made to the Society, then the Board must consider that application for membership and may, in their absolute discretion and without giving reasons, accept or reject any application for membership, and where an application for membership is rejected, the Society must return any membership fee paid by the applicant. Where an application for membership is accepted by the Board, the applicant will be admitted as a Member of the Society.

2.7 Representative of corporate member

Every Member which is a Corporation must appoint in writing a natural person who is a Director, officer or employee of the Corporation to represent it in respect of its membership in the Society and to exercise all of its rights as a Member, and may from time to time remove any such representative and appoint another representative.

2.8 Duties of Members

Each Member will uphold the Constitution and comply with these Bylaws.

2.9 Rights of membership

The Members shall have the following rights:

(a) an Ordinary Member in good standing has the right to receive notice of, to attend and to act and vote at all general meetings of the Society;

(b) a Non-Voting Member in good standing has the right to receive notice of and to attend all general meetings of the Society but does not have the right to act and vote at all general meetings.

2.10 Membership dues

The amount of the annual membership dues, if any, payable by each category of Members must be determined by the Directors and are due by March 31st of each year.

2.11 Member not in good standing

All Members are in good standing except a Member who has failed to pay his or her annual membership dues, and the Member is not in good standing for as long as the dues remain unpaid.

2.12 Members not in good standing may not vote

A Member who is not in good standing may not vote at a meeting of the Members and will not be counted in quorum.

2.13 Termination

A person will automatically cease to be a Member:

(a) upon the date the Society receives the Member's written resignation at the registered office of the Society;

(b) upon being expelled;

(c) upon his or her death or, in the case of a Corporation, upon dissolution; and

(d) upon having been a Member not in good standing for two consecutive months.

2.14 Discipline and expulsion of Members

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

2.15 Statement of reasons

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

2.16 Right of Member to make representations

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

2.17 Continued liability of suspended Member

A suspended Member remains liable for all fees and assessments, and a Member who:

(a) has withdrawn from membership in the Society;

(b) has been expelled from membership in the Society; or

(c) has had his or her membership in the Society terminated in any other way in accordance with these Bylaws;

remains liable for payment of all fees and assessments payable by that Member before the withdrawal, expulsion or termination becoming effective.

2.18 Membership in B.C. Division

An Ordinary Member in good standing is an ordinary member of B.C. Division, entitled to all the rights of ordinary membership in B.C. Division, effective upon the date the Society provides the name and address of the Ordinary Member to B.C. Division. In order for an Ordinary Member to be entitled to receive notice of, to attend and to act and vote at all general meetings of B.C. Division, the Ordinary Member must be listed on B.C. Division's membership list by the 14th day before the date notice of the meeting is given. Upon ceasing to be an Ordinary Member, the person will automatically cease to be an ordinary member of B.C. Division.

PART 3– MEETINGS OF MEMBERS

3.1 Calling meeting

The Directors may, at any time, call a meeting of Members to be held at such time, place, and manner as may be determined by the Directors.

3.2 Annual general meetings

An annual general meeting of the Society will be held at least once in every calendar year.

3.3 Extraordinary general meeting

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

3.4 Notice of general meeting

Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. Notice must be given to each Member entitled to receive notice of the meeting and to the auditor of the Society, if any, not less than 14 days before the date of the meeting.

3.5 Notice of special resolutions

Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

3.6 Notice of members' proposals

If, at least seven days before the notice of an annual general meeting is sent, the Society receives a proposal that:

(a) contains the names of, and is signed by 5% or more of the Ordinary Members; and

(b) together with any statement in support of the proposal, is 200 words or less, the Society must include with the notice of annual general meeting:

(c) the proposal;

(d) the names of the Ordinary Members submitting the proposal; and

(e) one statement in support of the proposal, if the Ordinary Members submitting the proposal request that the statement be included with the notice,

unless substantially the same proposal was considered at a general meeting in the two previous calendar years before the calendar year in which the annual general meeting is to be held.

3.7 Waiver of notice

Any person entitled to receive notice of a meeting of Members may at any time waive notice of the meeting. The attendance of such a person at a meeting of Members constitutes waiver of notice, unless the person attends the meeting for the express purpose of objecting to the transaction of business on the basis that the meeting was not properly called.

3.8 Omission to give notice

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

PART 4– REQUISITIONED MEETINGS

4.1 Call of general meeting after requisition

If 10% or more of the Ordinary Members (in this Part called the "Requisitionists") deliver to the Society a requisition which complies with Bylaw 4.2, the Directors must call a general meeting of the Society, to be held within 60 days after the date of the Society's receipt of the requisition, to consider the business stated in the requisition.

4.2 Contents of requisition

The requisition must:

(a) contain the names of, and be signed by, the Requisitionists;

(b) state, in 200 words or less, the business to be considered at the meeting, including any special resolution the Requisitionists wish to have considered at the meeting;

(c) be delivered to the registered office of the Society, and

(d) be sent to each Director.

4.3 Failure to call meeting

If, within 21 days after the date of the delivery of the requisition, the Directors do not call a general meeting, a majority of the Requisitionists may call the meeting within 60 days after the expiry of the 21 day period, to be held within 60 days of the expiry of the 60 day period.

4.4 Procedure at general meeting

A general meeting called by the Requisitionists must be called and held in the same manner, as nearly as possible, as a general meeting called and held by the Directors except that notice of the meeting must be sent to every Director as well as to every Member.

4.5 Reimbursement of expenses

Unless otherwise resolved by ordinary resolution at the general meeting called under Bylaw 4.3, the Society must reimburse the Requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting. Notice of such resolution need not be included in the notice of the meeting.

PART 5– PROCEEDINGS AT GENERAL MEETINGS

5.1 Special business at general meeting

Special business is:

(a) all business at an extraordinary general meeting except the adoption of rules of order; and

(b) all business transacted at an annual general meeting, except:

(i) the adoption of rules of order;

(ii) the consideration of the financial statements;

(iii) the reports of the Directors and auditor;

(iv) the election of Directors;

(v) the appointment of the auditor; and

(vi) the other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors.

5.2 Requirement of quorum

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

5.3 Quorum

Subject to the *Societies Act*, a quorum is 5 or 20% of all Ordinary Members present in person or represented by proxy or a greater number that the Members may determine at a general meeting.

5.4 Quorum at requisitioned meetings

At a meeting called under Part 4, a quorum is 5 or 20% of the Members of the Society.

5.5 Lack of quorum

If, within 30 minutes from the time set for holding a general meeting, a quorum is not present,

(a) in the case of a meeting convened on the requisition of Members, the meeting is terminated; and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Members who are present in person or represented by proxy constitute a quorum for that meeting.

5.6 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.

5.7 Chair

The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, appointed by the Directors to preside as the chair;

(b) if the Directors have not appointed an individual to preside as the chair or the individual appointed by the Directors is unable to preside as the chair:

(i) the president;

(ii) the vice-president, if the president is unable to preside as the chair; or

(iii) one of the other Directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

5.8 Alternative chair

If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Members who are present in person or represented by proxy must elect an individual present at the meeting to preside as the chair. Adjournment

The chair of a general meeting may, or, if so directed by the Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

5.9 Notice of adjourned meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 10 days or more, notice of the continuation of the adjourned meeting must be given.

5.10 Casting vote

In case of an equality of votes the chair will not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member and the proposed resolution will not pass.

5.11 Method of voting

Voting will be by a show of hands, an oral vote or another method that adequately discloses the intention of the Members, except that if, before such a vote, one or more Members requests a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

5.12 Announcement of vote

Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Society is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

PART 6– PROXIES

6.1 Proxies are permitted

Voting by proxy is permitted

6.2 Appointment of proxyholder

An Ordinary Member of the Society may appoint any other Ordinary Member of the Society, including an Ordinary Member who must be at least 18 years of age, as a proxyholder to attend, act and vote for the Ordinary Member at a general meeting.

6.3 Restrictions on number of proxies

No proxyholder shall represent more than one (1) Ordinary Members (in addition to himself or herself). Any person who receives more than one (1) proxies appointing him or her as a proxyholder for a meeting shall immediately upon receipt of each of the excess proxies notify the Ordinary Member who signed the proxy that he or she cannot be a proxyholder for that Ordinary Member.

6.4 Signature of proxy

A proxy must be in writing signed by the appointor.

6.5 Deposit of proxies

A proxy for a meeting of Members must:

(a) be received at the registered office of the Society or at any other place specified,

in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting or any adjourned meeting; or

(b) unless the notice provides otherwise, be received at the meeting, by the chair of the meeting or adjourned meeting or to a person designated by the chair of the meeting or adjourned meeting.

6.6 Validity of proxies before notice of death or revocation

A vote given in accordance with the terms of a proxy is valid despite the previous death of the Ordinary Member giving the proxy or revocation of the proxy or of the authority under which the proxy is given, unless notice in writing of the death or revocation has been received at the address of the Society or by the chair of the meeting or adjourned meeting for which the proxy was given before the vote is taken.

6.7 Form of proxy

A proxy, whether for a specified meeting or otherwise, must be in the following form, unless the Directors or the chair of the meeting approve another form:

Canadian Mental Health Association,
Kamloops Branch

The undersigned, who is an Ordinary Member of the Society, hereby appoints_____ or failing that person as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Society to be held on the [month, day, year] and at any adjournment of that meeting.

Signed on [date]

_____
(Signature of member)

_____
(Name of member - printed)

6.8 Revocation of proxy

Every proxy may be revoked by an instrument in writing:

(a) executed by the Ordinary Member giving the proxy; and

(b) delivered either at the registered office of the Society at any time up to and including the last business day preceding the day of the meeting or any adjournment of the meeting at which the proxy is to be used or to the chair of the meeting on the day of the meeting or any adjournment of the meeting before any vote in respect of which the proxy is to be used has been taken;

or in any other manner provided by law.

6.9 Inquiries into authority

The chair of any general meeting may, but is not under any obligation to, inquire into the authority of any person to vote at such meeting and to demand from that person production of evidence as to the existence of such authority to vote.

PART 7– DIRECTORS

7.1 Powers of Directors

The Directors must manage the activities and the affairs of the Society and may exercise all the powers of the Society.

7.2 Number of Directors

The number of Directors is set at the greater of 8 or the most recent number determined from time to time at a general meeting by ordinary resolution.

7.3 Composition of board

The Board of the Society consists of:

(a) the immediate past president;

(b) those persons elected by the Members who have not ceased to hold office;

(c) any additional Directors appointed by the Board under Bylaws 7.12 and 7.13.

7.4 Qualification

Subject to Bylaw 7.18, in order to become, act or continue to act as a Director, a person must:

(a) be qualified as required by the *Societies Act*;

(b) be a Member of the Society;

(c) not be a Staff Member of the Society;

(d) not be an Ineligible Individual, unless that person received the approval of the Directors to remain a Director within 30 days after making the disclosure required by Bylaw 7.5.

7.5 Duty to disclose

Every Director who is or becomes an Ineligible Individual or not qualified to continue to act as a Director as required by the *Societies Act* will disclose such fact to the Directors immediately upon learning that he or she has become an Ineligible Individual or not qualified.

7.6 Election of Directors

Subject to the provisions of these Bylaws, the Directors will be elected by the Members.

7.7 Term of office

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

7.8 Nomination of Directors

The Directors must set a deadline for receipt of the Society of nominations for Directors. The Society must give notice to each Ordinary Members of the deadline. A nomination of a candidate for election as a Director is valid if:

(a) the nominee is qualified to be a Director;

(b) the person is nominated by the Nominating Committee or nominated in writing by one Ordinary Member of the Society in good standing; the nominee consents in writing to the nomination; and

(c) the nomination and consent are received by the Society on or before the deadline for receipt of nominations.

7.9 Elections

At each annual general meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding will be elected. An election may be by acclamation, otherwise it will be by secret ballot. If the election is by secret ballot, candidates will be deemed to be elected in the order of those candidates receiving the most votes.

7.10 Maximum Terms of Directors

Except for the Director who is currently holding the office of immediate past president, no Director may hold office for more than three consecutive terms of three years each and in any event, no Director may hold office for more than ten consecutive years (either period being referred to as the "Maximum Term"). If an individual holds office as a Director for the Maximum Term, he or she may be considered as a nominee for a Directorship only after one year has passed since the expiry of the Maximum Term.

7.11 Vacation of office

A person will automatically cease to be a Director:

(a) upon the date the Society receives the Director's written resignation at the registered office of the Society;

(b) unless excused by the Board, upon the Director failing to participate in three consecutive meetings of the Board; upon ceasing to be qualified as Director under Bylaw 7.4;

(c) if holding office as immediate past president, upon the next person becoming eligible or being elected to hold office as a Director under Bylaw 11.2;

(d) upon his or her removal under Bylaws 7.14 or 7.15; and

(e) upon his or her death.

7.12 Vacancies

The Board may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Board pursuant to Bylaw 7.11. A Director appointed by the Directors to fill a vacancy will hold office for the remainder of the term of office of the Director he or she replaced.

7.13 Additional Directors

The Directors may from time to time appoint up to three additional Directors on the basis of identified need. A Director appointed by the Directors will hold office for a term of up to three years, to be determined at the discretion of the Board.

7.14 Removal of Directors by Members

The Members may by special resolution remove a Director, before the expiration of his or her term of office, and may elect a successor by ordinary resolution to complete the term of office.

7.15 Removal of Directors by Directors

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

7.16 Invalidation of acts

No act or proceeding of the Directors will be invalid only by reason of there being fewer than the prescribed number of Directors in office.

7.17 Remuneration

Directors may not be remunerated in any capacity, however Directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the Society. The Society will not alter or delete this Bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

7.18 Cooling-off period

No current or former Director shall be considered for employment with the Society until one year has passed since the completion of that individual's most recent term as a Director. No current or former employee of or consultant to the Society will be eligible as a nominee for Director until one year has passed since the termination of that individual's employment or consulting engagement with the Society.

PART 8– PROCEEDINGS OF DIRECTORS

8.1 Meetings

The Directors may make such rules and regulations for the conduct of their business as they think fit, provided that such rules and regulations are not inconsistent with the Constitution and these Bylaws.

8.2 Calling of Directors' meeting

Meetings of the Directors may be called by the President or under the written direction of any 2 Directors, and will be held at such time, place, and manner as specified in the notice. No formal notice of any meeting of the Directors is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.

8.3 Notice of meeting

It is not necessary to give notice of a meeting of the Directors to a Director if the meeting is to be held immediately following a meeting of Members at which that Director was elected or appointed, or is the meeting of the Directors at which that Director is appointed.

8.4 Voting

Questions arising at any meeting of the Directors will be decided by a majority of votes, except where these Bylaws require otherwise, and the chair may not vote on any motion or resolution

except in the case of an equality of votes at any meeting of the Directors, when the chair is entitled to a deciding vote.

8.5 Quorum

The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum will be a simple majority of the Directors then in office.

8.6 Chair

The president will be chair of all meetings of the Directors, but if the president has given prior notice that he or she will be unable to attend, or if at a meeting the president is not present within 15 minutes after the time appointed for holding the meeting, the vice-president will act as chair. If neither the president nor the vice-president is present, the Directors present may choose one of their number to be chair at that meeting.

8.7 Meetings held by electronic means

Any meeting of the Directors, may also be held, or any Director may participate in any meeting of the Directors which he or she is entitled to attend, by telephone or other communications medium, including e-mail, as long as all the Directors participating in the meeting are able to communicate with one another. All such Directors so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and will be entitled to vote in a manner that adequately discloses their intentions.

8.8 E-mail meetings and voting

Despite any other Bylaw, a meeting held by way of e-mail or software specifically designed for private online group conversations shall be held in accordance with the procedure set out below:

(a) the meeting may be called with at least 24 hours' notice or a greater period set by Directors' resolution, unless all of the Directors consent to a shorter period of notice;

(b) a quorum of Directors is established by the requisite number of Directors casting a vote at the meeting;

(c) if quorum is not established within 24 hours of the commencement of voting or a greater period set by Directors' resolution, the meeting is terminated;

(d) an abstention from voting submitted by a Director shall count to establish quorum;

(e) once quorum is established, it is deemed to be present at all times during the meeting, until the meeting is terminated;

(f) if there is a conflict between the rules for Directors' meetings between this Bylaw and another Bylaw, the rules in this Bylaw will prevail with respect to meetings held by e-mail or software specifically designed for private online group conversations.

8.9 Consent resolution

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid as if passed at a meeting of the Directors.

PART 9– COMMITTEES

9.1 Appointment of committees

The Directors may by resolution appoint committees which may be in whole or in part composed of Directors and may delegate to such committees, between meetings of the Board, any powers of the Directors (except the power to change the membership of, or fill vacancies in, any such committees and except the power to appoint or remove officers appointed by the Board) subject to such limitations as may be prescribed by the Directors.

9.2 Establishment of the Executive Committee

There will be an Executive Committee chaired by the president, and otherwise consisting of the immediate past president, vice-president, the secretary and the treasurer.

9.3 Powers of the Executive Committee

Subject to any restrictions specified in a resolution of the Board, the Executive Committee will have, and may exercise (during the intervals between the meetings of the Board), all powers of the Board except:

(a) the power to change the membership of, or fill vacancies in, the Executive Committee or the Nominating Committee, and

(b) the power to appoint or remove officers appointed by the Board.

9.4 Establishment of Nominating Committee

The Directors may by resolution appoint a Nominating Committee and the chair of the Nominating Committee.

9.5 Request for Nominations

Each year, the chair of the Nominating Committee will give a notice in writing to the other members of the Nominating Committee requesting nominations for the election of Directors. The notice must generally describe the knowledge and experience that the Board considers necessary or desirable in respect of potential nominees to meet the organizational needs of the Society as determined by the Board.

9.6 Duties of Nominating Committee

The Nominating Committee is responsible for:

(a) considering people who might be nominated as Directors for election and, in doing so, consider the principle that the Directors as a group should meet the organizational needs of the Society as determined by the Board;

(b) presenting a slate of persons for election as Directors;

(c) making recommendations to the Board at its meeting immediately following the conclusion of each annual general meeting regarding the officers of the Society.

9.7 Establishment of Finance Committee

The Directors may by resolution appoint a Finance Committee and the chair of the Finance Committee.

9.8 Duties of Finance Committee

The Finance Committee shall be responsible for:

(a) reviewing budget proposals and making recommendations on such proposals to the Board;

(b) considering proposals and providing advice for the Society in matters related to the financial and accounting procedures and transactions of the Society.

9.9 President and Executive Director as member of all committees

The president is an ex officio member of every committee, and except for the Executive Committee, Nominating Committee and as restricted by a specific resolution of the Board, the Executive Director is an ex officio member of every committee.

9.10 Proceedings of committees

The Executive Committee, the Nominating Committee and any committee may meet and adjourn as it thinks proper and may make rules for the conduct of their business and may appoint such assistants as they deem necessary, subject to the following rules:

(a) a majority of the members of such a committee constitute a quorum;

(b) questions arising at any meeting of the committee will be determined by a majority of the votes of the members of such committee present, and the chair of the committee may not vote on any motion or resolution except in the case of an equality of votes at any general meeting, when the chair of the committee is entitled to a deciding vote;

(c) a resolution approved in writing by all the members of the committee will be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted;

(d) Part 10, Conflicts of Interest will apply to members of a committee as if the members of the committee were Directors and the meetings and resolutions of the committee were Directors' meetings and resolutions.

9.11 Minutes

Every committee must keep regular minutes of its transactions and meetings, and must report on its transactions and meetings to the Directors at such time as the Directors may require.

9.12 Revocation of authority

The Directors may at any time revoke or override any authority given to or any act done by any committee appointed pursuant to these Bylaws.

PART 10– CONFLICTS OF INTEREST

10.1 Disclosure of interest

Subject to the *Societies Act*, a Director or senior manager who has a direct or indirect material interest in:

(a) a contract or transaction, or a proposed contract or transaction, of the Society; or

(b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director or senior manager's duty or interest as a Director or senior manager of the Society,

must:

(c) disclose fully and promptly the nature and extent of his or her interest to the other Directors;

(d) abstain from voting on a Directors' resolution or consenting to a consent resolution of Directors in respect of the contract, transaction or matter;

(e) leave a Directors' meeting when the contract, transaction or matter is discussed, unless asked by the other Directors to be present to provide information, and when the other Directors vote on the contract, transaction or matter; and

(f) refrain from any action intended to influence the discussion or vote.

10.2 Accountability

A Director or senior manager referred to in Bylaw 10.1 must pay to the Society an amount equal to any profit made by the Director or senior manager as a consequence of the Society entering or performing a contract or transaction:

(a) unless he or she complies with Bylaw 10.1, the disclosure of interest is evidenced in the minutes of the Directors' meeting or in a consent resolution of Directors, and, after the disclosure, the contract or transaction is approved by a Directors' resolution; or

(b) unless the contract or transaction is approved by the Members by special resolution after the nature and extent of the Director's interest in the contract or transaction has been fully disclosed to the Members.

PART 11– OFFICERS

11.1 Officers

The Directors may elect amongst themselves a president, vice-president a secretary and a treasurer (or a secretary-treasurer) and such other officers as they see fit.

11.2 Immediate Past President

If the president's term of office expires at the same time as his or her term as Director, the president will become the immediate past president and a Director under Bylaw 7.3(a), unless:

(a) the president's term of office ended with his or her resignation or removal from office; or

(b) the president elects to not become the immediate past president by providing notice in writing to the Society.

If there is no immediate past president or the immediate past president has held office for at least one year, the Directors may elect a Director or a former Director who held the office of president to be the immediate past president. If a former Director is elected as the immediate past president, he or she will become a Director under Bylaw 7.3(a).

11.3 Term of office

Officers will be elected after each annual general meeting. The term of office of each officer will be one year or two years, to end at the first or second annual general meeting following the election.

11.4 Replacement

Should there be a vacancy in the office of an officer, the Directors may elect a replacement.

11.5 Removal of officer

The Board may remove 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.

11.6 Executive Director

The Directors may from time to time appoint an Executive Director of the Society with such authority and such duties as are determined by the Directors. The Executive Director will be a senior manager of the Society pursuant to the *Societies Act*. Except as restricted by a specific resolution of the Board or the Executive Committee, the Executive Director has the right to notice of and to attend all meetings of the Board and all committees of the Board, except meetings that are identified as in camera meetings.

11.7 President

The president will supervise the other officers in the execution of their duties and will preside at all meetings of the Members and the Directors.

11.8 Vice-President

The vice-president is responsible for carrying out the duties of the president during his or her absence.

11.9 Secretary

The secretary will be responsible for making the necessary arrangements for:

(a) issuing notices of meetings of the Members and the Directors;

(b) keeping minutes of all meetings of the Members and the Directors;

(c) keeping the records of the Society in accordance with the *Societies Act*; and

(d) custody of the seal of the Society, if any.

11.10 Treasurer

The treasurer will be responsible for making the necessary arrangements for:

(a) keeping the accounting records as required by the *Societies Act* and the *Income Tax Act*; and

(b) preparing the Society's financial statements.

11.11 Absence of secretary

If the secretary is absent from any meeting of the Members or the Directors, the Directors may appoint another person to act as secretary at the meeting.

11.12 Duties of other officers

The authority and duties of other officers will be as determined from time to time by the Directors.

PART 12– INDEMNITIES TO DIRECTORS AND OTHERS

12.1 Definitions

In this Part 12:

(a) "eligible party", in relation to the Society, means an individual who is or was a Director or senior manager of the Society or who holds or held an equivalent position in a subsidiary of the Society;

(b) "eligible proceeding" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or heir or personal or other legal representative of the eligible party, by reason of the eligible party being or having been a Director or senior manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society,

(i) is or may be joined as a party, or

(ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;

(c) "expenses" includes costs, charges and expenses, including legal and other fees, but does not include penalties;

(d) "penalty" means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding and "penalties" means all such judgments, penalties, or fines.

12.2 Mandatory indemnification of Directors and senior managers

Subject to the *Societies Act*, the Society must indemnify an eligible party and his or her heirs and personal or legal representatives against all penalties to which such person is or may be liable, and the Society must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding.

12.3 Society may purchase insurance

The Society may purchase and maintain insurance for the benefit of any person (or his or her heirs or legal or personal representatives) who is or was an eligible party, officer, employee or agent of the Society.

PART 13– EXECUTION OF INSTRUMENTS

13.1 Seal

The seal of the Society must be kept in the custody of the secretary of the Society and must not be affixed to any instrument except by and in the presence of any two Directors of the Society, or in the presence of such officer, officers, Director or Directors as may be prescribed by a resolution of the Directors.

13.2 Execution of documents

Documents requiring execution by the Society may be signed by:

(a) the president, together with any other officer; or

(b) any two Directors,

and all documents so signed will be binding upon the Society without any further authorization or formality. The Directors may appoint any officer or any person on behalf of the Society to sign documents generally or to sign specific documents.

PART 14– FINANCIAL

14.1 Borrowing

For purposes of carrying out the objects of the Society, the Directors may, by a resolution passed by at least two-thirds of the votes cast by the Directors present at a meeting or by a resolution signed by all of the Directors entitled to vote, borrow or raise or secure the payment of money in such manner as they think fit, and in particular but without limiting the generality of the foregoing, the Directors may:

(a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Directors consider appropriate;

(b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society or any other person and at such discounts or premiums and on such other terms as the Directors consider appropriate;

(c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and

(d) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Society.

14.2 Investment

In investing the funds of the Society, the Society will not be limited to securities and investments in which trustees are authorized by law to invest, but may invest its funds in any investment or investments in which a prudent investor might invest

PART 15– AUDITOR

15.1 Appointment of auditor

At each annual general meeting, the Members will appoint a qualified person, who is not a Director, senior manager, employee, or a partner, employer, employee or member of a Director, senior manager, or employee, to hold office as auditor until the close of the annual general meeting following the appointment, or, if the auditor is not re-elected and no successor is appointed at the annual general meeting, until a successor is appointed.

15.2 Remuneration

The Directors may fix the remuneration of the auditor.

15.3 Vacancy in office

If there is a vacancy in the office of auditor, the Directors may appoint an auditor to hold office until the close of the next annual general meeting.

15.4 Removal of auditor

The Members may by ordinary resolution remove an auditor before the expiration of the auditor's term of office at a general meeting called for that purpose, and must appoint a successor by ordinary resolution to complete the term of office. At least 14 days before the notice of meeting is sent, the Society must send to the auditor:

(a) notice of the intention to call the meeting, including the date on which the notice of meeting is proposed to be sent; and

(b) a copy of all of the matters proposed to be sent to the Members regarding the meeting.

If the Society receives written representations from the auditor respecting the auditor's proposed removal and receives those representations at least seven days before the date on which the notice of meeting is sent, the Society must include those representations with the notice of meeting.

15.5 Rights of auditor

The auditor is entitled:

(a) to notices of general meetings and other communication relating to meetings to which Members are entitled,

(b) to attend general meetings, and

(c) to be heard at general meetings on any part of the business of the meeting that deals with the financial statements of the Society or any other matter with respect to which the auditor has a duty or function.

PART 16– NOTICES

16.1 Method of giving notice

Any notice or other record required by the *Societies Act* or the Bylaws to be sent by or to a person must be in writing and may be sent by delivery, fax, electronic means (which includes email), or mail at or to:

(a) in the case of a Director or Member, the person's latest address as shown in the records of the Society; or

(b) the last address of such person known to the Society.

16.2 When notice is deemed given

When a notice or other record is sent by the following means, that notice or record is deemed to have been given at the following times:

(a) if delivered, at the time of delivery;

(b) if sent by fax, at the time of transmission;

(c) if sent electronically, at the time of sending the message; and

(d) if sent by mail, 48 hours (Saturdays, Sundays and holidays exempted) following the date at mailing.

16.3 Waiver of notice

Where a notice or other record is required to be sent pursuant to the Bylaws or the *Societies Act*, the person entitled to receive the notice or other record may consent in writing to waive either the sending of the notice or other record or the time within which the notice or other record must be sent.

16.4 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.

16.5 Certificate of sending

A certificate signed by the secretary, if any, or other officer of the Society stating that a notice or other record was sent in accordance with this Part is conclusive evidence of that fact.

16.6 Record date

For the purpose of determining which Members are entitled to notice of, to vote at or to be counted in quorum at, a general meeting, the record date is the 14th day before the date by which the notice of the meeting is given to the Members.

PART 17– MISCELLANEOUS

17.1 Inspection of Records

The records of the Society will be open to the inspection of the Directors. Subject to the

Societies Act, the following records of the Society will be open to the inspection of the Members:

(a) the Society's certificate of incorporation;

(b) each certified copy, furnished to the Society by the Registrar, of the Constitution, the Bylaws, and the statement of Directors and registered office of the Society;

(c) each confirmation, other certificate or certified copy of a record furnished to the Society by the Registrar, other than in response to a request;

(d) a copy of each order made in respect of the Society by any court or tribunal, or a federal, provincial, or municipal government body, agency or official;

(e) the Society's register of Directors including contact information provided by each Director;

(f) each written consent to act as Director and each written resignation of a Director;

(g) a copy of every record evidencing a disclosure by a Director or senior manager;

(h) the Society's register of Members including contact information provided by each Member;

(i) Members' minutes of meetings and written resolutions; and

(j) the financial statements of the Society and the auditor's report, if any, on those financial statements.

The following records of the Society will be open to the inspection of Members as determined at the discretion of the Directors:

(k) the Directors and the Executive Committee's minutes of meetings and written resolutions; and

(l) adequate accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

17.2 Extent of right to inspect register of Members

Notwithstanding Bylaw 17.1, the Board may, by Directors' resolution, restrict the Members' rights to inspect the Society's register of Members if the Board is of the opinion that the inspection would be harmful to the Society or to the interests of one or more of its Members.

17.3 Time of inspection

The Board may impose a reasonable period of notice before which, and reasonable restrictions on the times during which a Member may inspect a record.

17.4 Financial year

Until otherwise determined by the Directors, the financial year end of the Society is March 31.

17.5 Amendments to Bylaws

These Bylaws will not be altered or added to except by special resolution.

17.6 Amendments to former constitutional provisions

If the Society is a designated pre-existing society under the *Societies Act*, it must obtain the consent of the designated minister prior to making any amendments to a provision identified in the bylaws as having previously been an unalterable provision.

17.7 Amendments to housing purpose in Constitution

The Society will not alter or delete the housing purpose set out in paragraph (8) of its Constitution and the Society will not alter or delete this Bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

PART 18– FORMER CONSTITUTIONAL PROVISIONS

18.1 Former constitutional provision 3.1

The Society shall carry out its purposes without purpose of gain for its members, and the Society shall use any profits or other accretions to the Society for promoting its purposes. This provision was previously unalterable.

18.2 Former constitutional provision 3.2

No part of the income of the Society shall be payable to or be otherwise available for the benefit of any member of the Society. This provision was previously unalterable.

18.3 Former constitutional provision 4

The Society shall not pay any remuneration or profit, directly or indirectly, to any director for services as a director, but the Society may defray any expenses incurred by a director in the performance of his or her duties. This provision was previously unalterable.

18.4 Former constitutional provision 5

The Society shall devote all its resources to charitable activities, and the Society shall carry out its activities exclusively for charitable purposes. This provision was previously unalterable.

18.5 Former constitutional provision 6.1

If the members of the Society (by ordinary resolution) and the Canadian Mental Health Association, BC Division, jointly nominate a charitable organization in Canada, registered under the provisions of the *Income Tax Act*, for the purposes of this Section, then on the winding up and dissolution of the Society, the assets remaining, after all debts have been paid or provision for payment has been made, shall be paid, transferred or delivered to that charitable organization. This provision was previously unalterable.

18.6 Former constitutional provision 6.2

If the members of the Society (by ordinary resolution) and the Canadian Mental Health Association, BC Division, do not jointly nominate a charitable organization as contemplated by Subsection 6.1, then on the winding up and dissolution of the Society, the assets remaining, after all debts have been paid or provision for payment has been made, shall be paid, transferred or delivered to the Canadian Mental Health Association in trust for use in the geographical area described in the name of the Society. This provision was previously unalterable.

18.7 Distribution of assets to a qualified donee with similar purposes

To further clarify Bylaw 18.5, the charitable organization referred to in Bylaw 18.5 means a qualified donee as described in subsection 149.1 of the *Income Tax Act* (Canada), and which promotes aims or purposes similar to those of this Society, particularly the provision of housing for seniors, disabled people, or people having low and moderate incomes. In accordance with Bylaw 18.6, should a charitable organization not be nominated and any remaining assets be given to the Canadian Mental Health Association in trust, funds that were obtained for providing housing purposes for seniors, disabled people, or people having low and moderate incomes shall, wherever possible, be used to support the continuation of such housing. The Society will not alter or delete this Bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.