

Vancouver Island Vipassana Association

Extraordinary General Meeting

Date: **Sunday June 3, 2012**

Location: Dhamma Modana

Meeting Time: **11:00 am to 4:00 pm**

1. MEDITATION

2. OPENING FORMALITIES

- Round of introductions
- Attendance
- Review the agenda, add any needed items & prioritize
- Set time for meeting & agenda items
- Read trust meeting guidelines

Facilitator: Harry Mensink

Secretary: Robert Baker

Speakers List: Evie Chauncey

Timekeeper: Don Williams

Task List: Linda Armstrong

Trust Members Present
Robert Baker
Hope Funk
Steve Armstrong
Linda Armstrong
Doug Cooper
Ken Sommerville
Doug Child
Harry Mensink

Trustee Regrets
Carl Wolford

AT's Present
Bob Jeff's
Jenny Jeffs
Evie Chauncey

Friends of Trust
Don Williams
Jennifer Carson
Kyle Althaus

Trust Members Attending Remotely
None

Quorum: 8 of 9 trust members in attendance

3. ANNOUNCEMENTS:

4. E-MAIL DECISIONS MADE BETWEEN MEETINGS:

- Purchase of Kyle's shed for \$500 to use as a beginning structure for the pumphouse.
- Approval for Bob Simpson to clear the building site for the pumphouse was given, but was not required
- Truck Insurance-to renew the storage package for one year, and park the truck at Harry's house.

5. CORRECTIONS AND APPROVAL OF PAST MINUTES:

6. REVIEW OF TASK MINUTES FROM PREVIOUS MEETING

- All tasks where completed, none to carry forward.

COMMITTEE REPORTS, DISCUSSIONS AND NEW BUSINESS

Committee	Coordinator	Members	A.T. Advisor	Report
Operations	Steve	Tim, Robert, Carl, Harry, Doug Ch.	Bob	n/a
Outreach	Robert	Harry, Bob, Jenny, Linda	Evie	n/a
Design	Michael	Evie, John, Steve	Jenny	yes
Finance	Hope		Evie	yes
Website	Steve	Becca, Kyle, Evie	Jenny	n/a
Non Centre	Harry		Jenny	n/a
Children's	Linda		Jenny	n/a

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- a) Road report
- b) Pump House report
- c) CA Design Meeting
- d) VIVA Treasurer Financial report
- e) Website Committee report
- f) Three Day Old Student Course at Dhamma Modana
- g) A.T. Report re: Bylaw Changes
- h) Crossing the US Border
- i) Truck update
- j) Off Centre Course

a) Road Report

- Tuck has been at work, weather dependant. The rain has slowed him down a bit but that's to be expected up here.
- The bulldozer has cleared the top building sites and started the new road from the bottom of 450 to the start of the gully. The excavator has started ditching and moving the road. However we're running into a fair bit more clay than we'd like. We'll probably have to pull some material out of the gravel pit to top dress the road and built it up above the clay so that we don't have the mushy areas to drive through.
- There still plenty of time to get it all done before the scheduled date of June 15th.
- We've been in contact with both Darwin from Generous Electric and Dave from Drill Well. They'll be by later this week or early next week to mark the location of power poles and confirm that the well drilling pad is big and strong enough to support the rig. With any luck it'll all be done by July.

b) Pump House Report

- Greg was at the site leveling the blocks, and was 2 or 3 min. late to meet the flatbed and crane truck. When he got there, the shed was already up in the air. It took 50 min. from start to finish. We did not need to pay for any extra leveling.
- The Hydro pole will go to the right side of the cabin (the South East side).
- Greg will spend the 1st few days of this week organizing, developing a plan, and getting materials.
- The focus will be making the outside look attractive, and the inside being functional.
- Greg is going to borrow a generator, from the building supply store.
- Greg plans to build a mirror image of the roof coming down the slope on the other side, so that the roof line will look symmetrical. The area covered by the new roof will be a veranda. (We could also use it somehow for showering, perhaps?)
- On the inside, we will have a fridge, stove, a counter, and the wiring done. He will not be able to do the plumbing. The insulation and the drywall will not be done because we need to run some of the piping for the pressure tank through the walls and that will be done by someone else later.
- On the outside, the siding will be done, and roof issues will be addressed.

c) CA Design Meeting Report

Report from Kyle Althaus on Dhamma Devcon Conference hosted by CVC

- Dhamma Devcon was a conference on building dhamma centres held at the CVC in May 2012. Over 60 people attended from all over North America, there were countless years of center building experience there. VIVA was represented by Bob and Jenny Jeffs and Kyle Althaus.
- The first session was a shocker for most of us who are working hard at building new centers. Craig Rublee looked at the last 10 years of growth and if we only continue at that pace we'll need another 32 centres in North America in the next 20 years. So we need to share resources better to facilitate the spread of dhamma.
- The conference was broken down into a number of break out session on different topics the key actions from these sessions are,

Action Plan

- **Search** (Bill Crecilius, Philip Block, Greg Calhoun)
 - A way to collect search related data and experiences
 - Mentoring of new search committees
- **Master-planning**(Julian and the rest of the group)
 - Define what master-planning, development, finance, construction management
 - How to identify roadblocks
 - Develop a master-plan template

- **Future Growth**(John Beary, Craig Rublee, Sasha, Barry Lapping, Jonathan Crowley)
 - Create a proposal for N.A. Teacher's meeting regarding the Vipassana Development Group.
 - Proposal would include definition of roles and relationship to Vipassana Community Foundation and N.A. Teachers
- **Finance**(David Cerchie, Bob Jeffs)
 - Create some materials that can be made available to others regarding financing.
 - Publish details of old student loan programs.
 - Demystify Dana
- **Human Resources**(John Pinch, Carolyn Crowley, David Kestenbaum)
 - Designate a person on the trust who manages the human resources at the centers.
 - Develop guidelines regarding improvements
- **Sharing Architectural Drawings**(Linne Lalire, Jon Woon, AJ Vaid, Craig Rublee, Craig Miller, Jim Kahn, Benjamin Armstrong, Jenny Jeffs, Steve Cho, Rashmi Shanker, Rishi Yadav, Sy Tan)
 - Create archival of designs from existing centers
 - Create a Graphics Library
 - Schedule a meeting for a group
- **Energy use and efficiency**(Sasha, Jill Glenn, Jonathan Crowley, Bill Crecilius.)
 - Each center should create an energy committee
 - Each center should create an energy master plan.
 - Creation of a energy support group.
- **Tracking Costs**(Shashi)
 - Create a template of the phase of development and sample costs
- **Project Software Management Tools**(Jeff Glenn, Craig Miller, Dawn Branam, Julian Cohen)
 - Create a "What's in your toolkit" document?
 - Disseminate that to this group
 - Post it on the wiki
 - Train others
 - Mentors: Julian Cohen
- **Steering Committee**(comprised of conference steering committee plus others)
 - Steer the whole thing!
 - Post all presentations and notes on cvcdev.wordpress.com

There is much work to do! Thankfully there are many volunteers willing to give their time for service.

Key points that relate to VIVA:

- Jenny is going to continue to work with the master planning committee in order to develop standard templates that will act as models for new centers.
- Bob will be sharing the work being done on the Dana Table at Surabhi.
- Bob is looking into project management software tools to help us.
- When the time comes we should designate one person to act as an HR director, their task would be to insure proper communication between all the trades/servers/everyone working on the project. And make sure that everyone feels appreciated/ taken care of.

- We need to start an Energy Committee or change the name and tasks of the FIOC (Figure It Out Committee) and have them create an Energy Master Plan that will assess the energy requirements for Modana and help design the systems required HVAC etc.

Overall is was a great experience and the plan is to have another one for follow up next year and then have them every few years as required to train new people and keep everyone in the loop.

d) VIVA Treasurer's Financial Report

VanCity Balances – June 1, 2012

• Membership shares	61.25
• Community Service Account 00001 (chequing)	5732.27
• Community Service Account 00002 (monthly dana)	368.01
• Escalator Term Deposit	<u>140,000.00</u>
▪ Cashable (30 day lockout) Started Feb 11, 2012	
▪ Maturing Feb 11, 2013	
▪ Interest rates: 1.2%	
▪ Interest compounded every 12 months	
	\$146,161.53

Tasks completed since April 22, 2012 Financial Report

- Received
 - Canada Helps dana 10.00
 - Monthly VISA dana 768.01
 - Day Sitting dana 290.00
 - Between Course dana 150.00
- \$1,218.01
- Paperwork for March/April/May 2012 delivered to bookkeeper
- Set up requests for 2 new monthly dana direct debits
- Ongoing work with Bill Simoes to changes in our accounting practices so that we will be able to file with Revenue Canada ourselves and reduce Accountant costs.

Invoices approved and paid as received:

Paymentech	Preauthorized Visa/MC fees	29.49
Eileen Henthorn	Bookkeeping fees	179.20
Evie Chauncey	K. Althaus airline ticket to California	131.75
VF	VIVA portion of D&O Insurance	672.40
Michael Gelber	Travel Trust Meeting	73.32

2012 Rural Property Taxes DUE July 3, 2012

Block 401	2,133.32
Block 450	<u>1,786.03</u>
	\$3,919.35

e) Website Report

- Patrick, the website builder, has begun the construction of the website. This is expected to take about 4 weeks. He is building a template from the layout of the new student page. Then he will enter the content into that. You hopefully will be done by the 1st week in July.
- At the top of each of the website pages will be an image of the vision of the center. The Design Committee received the 1st sketch last week from the architectural illustrator, Stephanie, who is producing this image. The 1st thing she does is determine "the view". This means she decides from what angle to do the drawing. She decided to do a birds eye view from the Southwest. The design committee had 4-5 changes that we have requested, so this is being sent back to her. She is out of the office until June 18, so the drawings should be done hopefully by the 1st week in July.
- Once the website is done, then the next project will be attracting traffic to the website. This will be done by a bulk mail out to all students in Western Canada, by an announcement in the Dhamma Surabhi announced newsletter, by poster at Dhamma Surabhi, and hopefully by an article in the new international newsletter describing a three-day course, with reference to our website.

f) Three Day Old Student Course at Dhamma Modana

There was a group discussion led by Evie to host a 3-day course from July 26 to July 29th.

A three-day course preparation committee meeting was struck with the first meeting planned for Tuesday, June 5, 2012 Attending: Don, Steve, Jenny, Evie (Harry will be helping later on)

The main areas to be addressed immediately:

- Conforming with the Bylaws
- Bear Fencing
- Letting people know ahead of time about the course so that if we go ahead with it, we will know that there will be students attending.
- Organization for the course

g) A.T. Report re: Bylaw Changes

RESOLVED that the attached replacement Bylaws be presented to the members for approval. See pdf 3655940 – VIVA REVISED BYLAWS 2012

CONSENT SPECIAL RESOLUTION OF THE MEMBERS

OF

VANCOUVER ISLAND VIPASSANA ASSOCIATION
(the "Society")

We, the undersigned, being all the members of the Society, hereby consent to and adopt in writing the following resolutions:

Amendments to Bylaws

RESOLVED AS A SPECIAL RESOLUTION that the existing Bylaws for the Society be deleted and replaced with the Bylaws attached hereto as Schedule A.

Execution in Counterparts

This resolution may be consented to by the members signing separate counterparts of the resolution, which may be delivered by fax, and notwithstanding the respective dates of execution of the separate counterparts will be deemed to be effective as at July 7, 2012. (Signed by VIVA Members: Evie Chauncey, Bob Jeffs and Jenny Jeffs)

h) Crossing the US Border

- A trust member raised concerns about US citizens crossing into the US and this will be further investigated

i) Truck update

- The truck will continue to be stored at Harrys, storage insurance has been renewed, Harry will see that it receives an oil change and a mechanical check-up for additional upkeep maintenance items.

j) Off Centre Course

- Harry will send out the list of potential sites available that he has checked with

7. PROPOSALS

- To change the wording of bylaws as per the document changes.
- To spend \$1500.00 for legal fees to make the changes in the bylaws.

8. DECISIONS OF THE TRUST

- Approval was given for both proposals

9. TASK LIST

- Evie will call Ian McDonald- Do we need a siting permit? Kyle responded that we can have one other building along with our Temporary Dhamma Hall on the land that is within a certain size restriction. Our pump house is in compliance with that size restriction.
- Ken will talk to Greg about the pump house roof.
- Harry will check with the mechanic about getting mechanics plates to take the truck into the mechanic. Or if necessary, could insure it for the day in order to take it for a good drive around to make sure it is in good working order.
- Harry will send out a list of all the camps that have been checked for suitability to date.
- Evie will call Shawnigan Lake to see how they are feeling about our appeal.
- Evie will talk to Kyle, Took Brothers, and Greg about payment and money needed so that Hope has time to take out money before June 11.
- Evie will send the Website and Pump house reports to Robert.

- Evie will check in with our insurance company to see if we are properly insured to run a 3 day course on the land.
- Bob will check in with a conservation officer about Bear/Cougar safety.
- Evie will do some research (how long to install etc.) and cost out bear fencing for our 3 day course site.
- Hope will send the Day Sit Announce- bring rubber boots, and will likely be parking at the entrance to the land.
- Kyle will light the fire for the day sit.
- Evie will bring walkie/talkies, drop sheets, and drinking water.
- Jenny will bring Ant relocation devices, sound system and back up and a collection of cushions, blankets, and shawls.
- Evie will send out the newly changed By- Law Doc.

10. EVALUATION OF MEETING

Future Meeting: Sunday July 1st at Dhamma Modana

Meditation (3 minutes)

BYLAWS
 of the
VANCOUVER ISLAND VIPASSANA ASSOCIATION
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SOCIETY ACT
BYLAWS
of the
VANCOUVER ISLAND VIPASSANA ASSOCIATION

PART 1. - INTERPRETATION

1.1 Definitions

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

- (a) **“Address of the Society”** means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- (b) **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) **“Board Resolution”** means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (d) **“Bylaws”** means the bylaws of the Society as filed in the Office of the Registrar;
- (e) **“Chair”** means a Person elected to the office of Chair in accordance with these Bylaws;
- (f) **“Constitution”** means the constitution of the Society as filed in the Office of the Registrar;
- (g) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a “Director” means any one of them;
- (h) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (i) **“Members”** means the applicants for incorporation of the Society and those Persons who have subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members, and a “Member” means any one of them;

- (j) "***mutatis mutandis***" means with the necessary changes having been made to ensure that the language makes sense in the context;
- (k) "**Ordinary Resolution**" means
 - (i) a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person, or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by 75% of the Members who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Society;
- (l) "**Person**" means a natural person;
- (m) "**Registered Address**" of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (n) "**Registrar**" means the Registrar of Companies of the Province of British Columbia;
- (o) "**Society**" means the "Vancouver Island Vipassana Association";
- (p) "**Society Act**" means the *Society Act*, R.S.B.C. 1996, c.433, as amended from time to time; and
- (q) "**Special Resolution**" means:
 - (i) a resolution passed at a general meeting by a majority of not less than 75% of the votes of those Members who, being entitled to do so, vote in person,
 - (1) of which the notice that the Bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
 - (2) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given, or
 - (ii) 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 of the Society, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Society.

1.2 **Society Act Definitions**

The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

PART 2. - MEMBERSHIP

2.1 Admission to Membership

Membership in the Society will be restricted to the applicants for incorporation and to those Persons whose application for admission as a Member has been accepted by an Ordinary Resolution.

2.2 Membership not Transferable

Membership is not transferable.

2.3 Expulsion of Member

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be accompanied by a brief statement of the reasons for the proposed expulsion and a copy of the notice will be provided to all Members.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

2.4 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Society or to the Address of the Society and the effective date of the resignation stated thereon; or
- (b) upon his or her expulsion; or
- (c) upon his or her death.

2.5 Dues

There will be no annual membership dues.

2.6 Standing of Members

All Members are deemed to be in good standing.

2.7 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

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

PART 3. - MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

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

3.2 Extraordinary General Meeting

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

3.3 Calling of Extraordinary General Meeting

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

3.4 Notice of General Meeting

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

3.5 Contents of Notice

Notice of a general meeting will specify the place, the day and the hour of the meeting and the business to be transacted at the meeting.

3.6 Omission of Notice

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

3.7 Annual General Meetings

The first annual general meeting of the Society will be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4. - PROCEEDINGS AT GENERAL MEETINGS

4.1 Special Business

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the Directors;

- (iv) consideration of the report of the auditor, if any;
- (v) the appointment of the auditor, if any; and
- (vi) the appointment of Directors;
- (vii) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

4.2 Requirement of Quorum

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

4.3 Loss of Quorum

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

4.4 Quorum

A quorum at a general meeting is the greater of one-third (1/3) of the Members or three (3) Persons, but will never be less than three (3) Persons.

4.5 Lack of Quorum

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

4.6 Chair

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

4.7 Alternate Chair

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

4.8 Adjournment

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

4.9 Notice of Adjournment

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

4.10 Ordinary Resolution Sufficient

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

4.11 Entitlement to Vote

Each Member is entitled to one (1) vote.

4.12 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting will be by show of hands or voice vote recorded by the secretary of the meeting, except that, at the request of any two (2) Members present at the meeting, a secret vote by written ballot will be required.

4.13 Voting by Proxy

Voting by proxy is not permitted.

4.14 Ordinary Resolution in Writing

A resolution in writing which is identified as an Ordinary Resolution and signed by a minimum of 75% of the Members who would have been entitled to vote on the resolution at a general meeting of the Society is as valid and effectual as an Ordinary Resolution as if it had been passed at a meeting of Members duly called and constituted and will be deemed to be an Ordinary Resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one Ordinary Resolution in writing. Such Ordinary Resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.15 Special Resolution in Writing

A resolution in writing which is identified as a Special Resolution and has been signed by all the Members who would have been entitled to vote on the resolution at a general meeting of the Society is as valid and effectual as a Special Resolution as if it had been passed at a meeting of Members duly called and constituted and will be deemed to be a Special Resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one Special Resolution in writing. Such Special Resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.16 Copy of Special Resolution to be filed with the Registrar

A copy of any Special Resolution passed in accordance with the Bylaws will be filed with the Registrar in the appropriate form and will not take effect until such copy is accepted by the Registrar.

PART 5. - DIRECTORS

5.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in general meeting, but nevertheless subject to the provisions of:

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

5.2 Management of Property and Affairs

The property and the affairs of the Society will be managed by the Board.

5.3 Number of Directors

The number of Directors will be such number, not being less than three (3), as may be determined from time to time by Ordinary Resolution.

5.4 Appointment of Directors

Directors will be appointed by the Members at a general meeting and will take office commencing at the close of such meeting.

Directors must be:

- (a) at least nineteen (19) years of age;
- (b) agree to abide by any code of conduct for Directors stipulated by the Society;
- (c) must have completed at least one ten (10) day course in Vipassana Meditation; and
- (d) must advocate the technique of Vipassana Meditation in the tradition of Sayagi U Ba Khin as taught by Mr. S. N. Goenka and his assistant teachers.

5.5 Term of Office

Appointments for Directors will normally be held at the annual general meeting and the term of office of Directors will normally be three (3) years. However the Directors may by resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion. For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was appointed. If, however, the Director was appointed at an extraordinary general meeting his or her term of office will be deemed to have

commenced at the close of the annual general meeting next following such extraordinary general meeting.

5.6 Consecutive Terms

Directors may be appointed for consecutive terms.

5.7 Appointment by Secret Ballot

Where there are more candidates than vacant positions for Directors, appointment will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be appointed in order of those candidates receiving the most votes.

5.8 Voiding of Ballot

No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

5.9 Director Must be a Member

A Person must be a Member of the Society to be eligible to be a Director of the Society.

5.10 Appointment of Less than Required Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below three (3), the Person previously appointed as a Director will continue to hold office until such time as successor Directors are appointed.

5.11 Directors Subscribe to and Support Purposes

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

5.12 Replacement of Directors

Notwithstanding the foregoing Bylaws, if a Director ceases to hold office, the Board may appoint a Person as a replacement Director to take the place of such Director until the next annual general meeting.

5.13 Invalidation of Acts

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

5.14 Removal of Director

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may appoint a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

5.15 Ceasing to be a Director

A Person will automatically cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Society or to the Address of the Society and the effective date of the resignation stated therein; or
- (b) upon the date such Person is no longer a Member; or
- (c) upon his or her removal; or
- (d) upon his or her death.

5.16 Reimbursement of Directors' Expenses

A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

5.17 Compensation of Directors

A Director is not entitled to any compensation.

5.18 Powers of the Board

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

5.19 Investment of Property and Standard of Care

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.

5.20 Investment in Mutual or Pooled Funds

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

5.21 Investment Advice

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

5.22 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

PART 6. - PROCEEDINGS OF THE BOARD

6.1 Procedure of Meetings

After issuance of the certificate of incorporation, a meeting of the Board will be held at which the Directors may:

- (a) appoint officers;
- (b) make banking arrangements;
- (c) appoint an auditor to hold office until the first annual general meeting; and
- (d) transact any other business.

Subsequent meetings of the Board may be held at any time and place determined by the Board, provided that two (2) days' notice of such meeting will be sent to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Society.

6.2 Quorum

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

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

6.3 Chair of Meetings

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

6.4 Alternate Chair

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

6.5 Calling of Meetings

A Director may at any time, and the secretary at the request of a Director will, convene a meeting of the Board.

6.6 Notice

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual or other general meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

6.7 Passing Resolutions

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

6.8 Procedure for Voting

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

6.9 Resolution in Writing

A Board Resolution in writing which has been deposited with the secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 7. – COMMITTEES

7.1 Standing and Special Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

7.2 Delegation to Committees

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

7.3 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise,

and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

7.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

PART 8. - DUTIES OF OFFICERS

8.1 Election of Officers

At the first meeting of the Board, the Board will elect the officers. All officers must be Directors. The Board will elect a Chair, together with such other officers as are required in accordance with these Bylaws, who will hold office until the first meeting of the Board held after the next following annual general meeting.

8.2 Secretary and Treasurer Required

The Board will appoint a secretary and treasurer and may appoint and remove such other officers of the Society as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

8.3 Removal of Officers

A Person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than two-thirds (2/3) of the Directors present.

8.4 Replacement

Should the Chair or any other officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

8.5 Duties of Chair

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

8.6 Duties of Secretary

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

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

8.7 Duties of Treasurer

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

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

8.8 Absence of Secretary at Meeting

If the secretary is absent from any meeting of the Society or the Board, the Directors present will appoint another person to act as secretary at that meeting.

8.9 Combination of Offices of Secretary and Treasurer

The offices of secretary and treasurer may be held by one Person who will be known as the secretary-treasurer.

PART 9. – EXECUTION OF INSTRUMENTS

9.1 No Seal

The Society will not have a seal.

9.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Society may be signed by:

- (a) the Chair, together with the secretary or the treasurer, or
- (b) any two (2) Directors

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

PART 10. - BORROWING

10.1 Powers of Directors

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

10.2 Issuance of Debentures

No debenture will be issued without the authorization of a Special Resolution.

10.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

PART 11. - AUDITOR

11.1 Requirement

The Society is not required to be audited; however, if it wishes to be audited, it is required to appoint an external auditor with the qualifications described in section 42 of the *Society Act*.

11.2 Appointment of Auditor at Annual General Meeting

If the Society wishes to appoint an auditor, that auditor will be appointed at an annual general meeting to hold office until he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act* or until the Society no longer wishes to appoint an auditor.

11.3 Removal of Auditor

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

11.4 Notice of Appointment

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

11.5 Restrictions on Appointment

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

11.6 Attendance at Annual General Meetings

The auditor may attend general meetings.

PART 12. - NOTICES

12.1 Entitlement to Notice

Notices of a general meeting will be given to:

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

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

12.2 Method of Giving Notice

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

12.3 When Notice Deemed to have been Received

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

12.4 Days to be Counted in Notice

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

PART 13. - MISCELLANEOUS

13.1 Inspection of Records

The documents, including the books of account, of the Society and the minutes of meetings of the Society and the Board will be open to the inspection of the Directors. The minutes of any meeting of the Society will be open to the inspection of Members in good standing upon reasonable notice to the keeper of such documents but the Members will not be entitled or have the right to inspect any other document of the Society.

13.2 Participation in Meetings

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

13.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

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

13.4 Right to become Member of other Society

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

13.5 Not a Reporting Society

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

13.6 Branch Societies

The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society, that the Society confers.

PART 14. - INDEMNIFICATION

14.1 Indemnification of Directors and Officers

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

14.2 Indemnification of Past Directors and Officers

To the extent permitted by the *Society Act*, the Society will indemnify and hold harmless every Person heretofore now or hereafter serving as a Director or officer of the Society and that Person's heirs and personal representative.

14.3 Advancement of Expenses

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

14.4 Approval of Court and Term of Indemnification

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

14.5 Indemnification not Invalidated by Non-Compliance

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

14.6 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

PART 15. - BYLAWS**15.1 Entitlement of Members to copy of Constitution and Bylaws**

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

15.2 Special Resolution required to Alter or Add to Bylaws

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