SOCIETY ACT

BRITISH COLUMBIA AUTOMOBILE ASSOCIATION

BYLAWS INDEX

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1. INTERPRETATION

In these Bylaws, unless the context otherwise requires:

(a) "Association" means British Columbia Automobile Association;

(b) "Address of the Association" means the address of the Association as filed from time to time with the Registrar of Companies in the Notice of Address;

(c) "Board of Directors" or "Board" means the directors of the Association as elected or appointed from time to time;

(d) "Board Chair" means the individual elected to that office by the Board of Directors;

(e) "business day" means any day on which the head office of the Association is open for business;

(f) "Bylaws" means the Bylaws of the Association as filed with the Registrar of Companies;

(g) "Directors" means only those individuals who have become directors through election or appointment in accordance with these Bylaws and who have not ceased to be directors; and a "Director" means any one of them;

(h) "Officers" means those individuals holding office as the Board Chair, the President & CEO, the Corporate Secretary and any other such officers of the Association as may be appointed from time to time by the Board of Directors;

(i) "Returning Officer" means the person appointed by the Board as described in Bylaw 5(e);

(j) "Society Act" means the *Society Act* 1996, R.S.B.C. Ch. 433 as amended from time to time; and

(k) "Special Resolution" means a resolution passed at a general meeting of the Association by a majority of not less than 75% of the votes cast by those members voting in person or by proxy.

2. MEMBERSHIP

(a) The members of the Association are those individuals who are or become members in accordance with the Bylaws and have not ceased to be members.

(b) The classes of membership are:

(i) Primary – driving ("Primary Driving Members");

(ii) Primary – non-driving ("Primary Non-Driving Members");

(iii) Associate – driving ("Associate Driving Members"):

(iv) Associate – non-driving ("Associate Non-Driving Members"); and

(v) such other classes as may be approved by the Board from time to time.

(c) Primary Members are members who initially apply for either a driving or non-driving membership and through whom Associate memberships in the Association are available.

(d) Associate Members are individuals of driving age who have obtained driving or non-driving membership in the Association in conjunction with a Primary Member.

(e) The Directors may confer honorary basic membership upon individuals who have been members of the Association continuously for 50 years and on such terms and conditions as the Directors determine. Such honorary members continue to be Driving or Non-Driving Primary Members or Associate Members, as the case may be.

(f) Primary Driving Members and Associate Driving Members are voting members if qualified as provided in Bylaw 2(g).

(g) In order to vote at a general meeting of the Association, a Primary Driving Member or Associate Driving Member must:

(i) have been a member for at least three months prior to such general meeting and continue to be a member;

and

(ii) if voting by an instrument of proxy, be in good standing when the proxy is received by the Returning Officer; or

(iii) be in good standing when registering to attend and vote at the general meeting.

(h) Primary Non-Driving Members and Associate Non-Driving Members have selected membership under the a la carte membership program and as such are entitled to all member benefits and privileges applicable to such classes from time to time except Emergency Road Service and except the entitlement to vote at general meetings of the Association.

(i) The fees for membership and enrollment ("Membership Fees") are as approved by the Board from time to time. Membership Fees may be different for different classes or groups of members and for different options within each class of membership.

(j) The formalities of application for, the terms and conditions for, and the privileges and benefits incidental to, membership in each class and group of members, and for different options within each class, are as approved by the Board from time to time.

(k) Membership shall commence on receipt by the Association of the prescribed application for membership, if accepted, and the prescribed Membership Fees. Subject to Bylaw 3, membership shall be for a term of one year from that date.

3. CESSATION OF MEMBERSHIP AND GOOD STANDING

(a) Any member may resign his or her membership in the Association but, notwithstanding such resignation, shall continue to be liable for any monies owing to the Association.

(b) Membership in the Association shall automatically terminate at the end of the term of membership (the “expiry date”) of such member unless the prescribed renewal Membership Fee is paid on or before the expiry date.

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(c) The Board may determine a grace period following the expiry date during which period a member shall be allowed to renew such membership upon payment of the full prescribed Membership Fee, but all membership privileges and benefits of such member shall cease from and after the expiry date and the renewal term of membership shall commence on the date of such payment and shall end on the anniversary of the expiry date.

(d) The President & CEO may expel any member who, in the opinion of the President & CEO, has been guilty of an abuse of such member’s membership privileges or benefits or whose conduct is otherwise, in the opinion of the President & CEO, detrimental to the best interests of the Association; provided, however, that no such expulsion shall be acted upon until the member affected shall first have been given an opportunity to make a submission in writing to the President & CEO.

(e) A member shall for all purposes be deemed to have ceased to be a member in good standing of the Association if he or she

(i) dies,

(ii) resigns,

(iii) is expelled,

(iv) allows his or her membership in the Association to terminate for failure to pay the prescribed renewal Membership Fee by the expiry date as provided in Bylaw 3(b); or

(v) fails, without cause satisfactory to the President & CEO , to pay any monies owing to the Association or any of its subsidiaries within 30 days after the same are due and payable.

A member who fails to pay the prescribed renewal Membership Fee by the expiry date as provided in Bylaw 3(b) and renews his or her membership within the grace period as provided by Bylaw 3(b) is not in good standing until the date of payment renewing his or her membership.

4. MEETINGS

(a) An annual general meeting of the Association shall be held at least once in every calendar year and not more than fifteen months after the holding of the last preceding annual general meeting.

(b) General meetings of the Association shall be held at such time and place, in accordance with the Society Act, as the Board decides.

(c) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

(d) The Board may, whenever it deems advisable, convene an extraordinary general meeting.

(e)

(i) Notice of a general meeting shall specify the place, date and hour of meeting and, in case of special business, the general nature of that business.

(ii) Notice of general meetings shall be provided to members by publishing such notice on the Association's website and:

(A) in the then official print publication of the Association distributed to member households, or

(B) in one issue of a newspaper circulating in each locality where a sales centre of the Association is situated.

(iii) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any members entitled to receive notice shall not invalidate proceedings at that meeting.

(iv) Financial statements shall be provided to members prior to and at each annual general meeting as follows:

(1) The summarized consolidated financial statements of the Association, together with the report of the auditor thereon, shall be provided by publication on the official website of the Association.

(2) The separate financial statements (in the form required under Section 65 of the *Society Act*) of the Association and any subsidiaries, together with the report of the auditor thereon, shall be provided by making them available at the head office of the Association to any member upon request and at a cost not to exceed the cost prescribed under the Society Act.

(3) The separate financial statements (in the form required under Section 65 of the *Society Act*) of the Association and any subsidiaries, together with the report of the auditor thereon, shall be provided by making a copy thereof available to members in attendance at the annual general meeting of the Association.

(4) The notice of any annual general meeting of the Association, in whatever manner given, shall include a statement informing members of the availability of financial statements pursuant to this Bylaw 4(e)(iv).

(f) Special business is:

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

(ii) all business that is transacted at an annual general meeting, except,

A. the adoption of rules of order,

B. the consideration of the financial statements,

C. the report of the Board,

D. the report of the auditor,

E. the election of Directors,

F. the appointment of the auditor, and

G. such other business as, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Board if a report is issued with the notice convening the meeting.

(g)

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

(ii) If, at any time, during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated. For the purposes of a general meeting, 10 members being in attendance shall constitute a quorum.

(h) If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week (not being a holiday or other non-business day, in which case the next following business day) at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting the members present shall constitute a quorum.

(i) The Board Chair shall preside over all meetings of the Association. In the absence of the Board Chair, the chair of the Board's governance committee shall preside. If at any meeting the Board Chair or the chair of the governance committee is not present within 30 minutes after the time appointed for holding the meeting, or is unable or unwilling to act, those individuals present and entitled to vote at such a meeting shall choose from one of their number to act as chair of the meeting.

(j) The chair of a meeting may with the consent of any meeting at which a quorum is present adjourn the meeting from time to time and from place to place, but no

business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given. Except as aforesaid, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

5. VOTES OF MEMBERS

(a) Every Primary Driving Member and Associate Driving Member entitled to vote under Bylaw 2(g) shall have one vote at any general meeting:

(b) Every member in good standing and entitled to vote at a general meeting may, by means of a proxy , appoint an individual, who must be a voting member in good standing of the Association, as his or her nominee to attend and speak and vote on his or her behalf at the meeting or any adjournment thereof.

(c) Every member in good standing and entitled to vote at a general meeting may alternatively, in the absence of attending that meeting, record his or her vote by proxy.

(d) The only instruments of proxy that shall be recognized at a general meeting of the Association are those furnished by the Association (which may be in written, electronic or telephonic form) duly completed in accordance with the Bylaws and any instructions contained in the instrument. If the Association furnishes any instrument of proxy that contains a designation of an individual as nominee, then there shall be provided in the instrument of proxy a means whereby a member in good standing and entitled to vote may designate some other voting member in good standing as his or her nominee. The member must provide in the instrument of proxy the member's name and membership number, the name of the nominee, and if the nominee is not a Director, the membership number of the nominee. If in writing, the instrument of proxy must be executed by the member or by his or her attorney authorized in writing. If electronic or telephonic, the member must provide such other information as verification of identity as the Association shall reasonably require.

(e) A member's instrument appointing a proxy must be received by the Returning Officer appointed by the Board (or by a designee who may be appointed by the Returning Officer):

(i) if in writing, by delivery to the Returning Officer or designee at the head office of the Association or at a sales centre of the Association during the normal business hours of operation at that location;

(ii) if electronic, on the voting page of the Association website; or

(iii) if by telephone, during the normal business hours of operation at the head office of the Association to the Returning Officer or designee at the telephone number specified for proxy voting in the notice of meeting;

at least seven business days before the date specified for the meeting at which the proxy is to be used and in default the instrument of proxy shall not be valid.

(f) An instrument of proxy may be revoked as follows:

(i) A written instrument of proxy may be revoked by instrument in writing executed by the member or by his or her attorney authorized in writing and received by the Returning Officer or designee at the head office of the Association at any time up to and including 5:00 p.m. on the second last business day prior to the general meeting, or any adjournment thereof, at which the proxy is to be used. Upon such receipt the proxy is revoked.

(ii) The Association shall provide a means by which members may revoke their electronic or telephonic proxies up to and including 5:00 p.m. in the afternoon of the second last business day prior to the general meeting, or any adjournment thereof, at which the proxy is to be used, and notice of such means shall be available on the voting page of the Association website, and by telephone during the normal business hours of operation at the head office of the Association to the telephone number specified for proxy voting in the notice of meeting.

(iii) If a member has submitted an instrument of proxy and subsequently attends the general meeting in person and registers to vote, any previously submitted proxy is automatically revoked.

(g) A vote given by a proxy shall be effective notwithstanding the revocation of the authority, providing the Association has not received notice of the revocation within the time and in the manner herein specified.

(h) Any inadvertent interruptions to the availability of any electronic or telephonic instrument of proxy, or any non-receipt of any instrument of proxy by the Returning Officer or designee, shall not invalidate proceedings at a meeting.

(i) The Returning Officer will review all proxies received and eliminate any spoiled or invalid proxies and to ensure that no duplication or revocation exists after which the Returning Officer will record all members' proxy votes.

(j) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is:

(i) directed by the chair of the meeting, or

(ii) demanded by at least one member entitled to vote who is present in person and is approved by 10 or more members personally present and entitled to vote.

No poll may be demanded on the election of a chair of the meeting. A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken as soon as, in the opinion of the chair of the meeting, is reasonably convenient, and at such time and place and in such manner as the chair of the meeting directs. The result of the poll shall be deemed to be the resolution of, and passed at, the meeting at which the poll was demanded. Any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll and the tabulation of the results thereof. A demand for a poll may be withdrawn. In any dispute as to the admission

or rejection of a vote the decision of the chair of the meeting made in good faith shall be final and conclusive.

A declaration by the chair of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Every ballot cast on a poll and every proxy voted at a meeting shall be held in safekeeping by the Returning Officer for 90 days after the meeting and thereafter shall be destroyed.

(k) Questions at any meeting shall be decided by a simple majority of votes except as otherwise provided by statute or by these Bylaws. In case of an equality of votes, the chair of the meeting shall have one casting vote, in addition to any votes the chair is entitled to cast as proxy or as a voting member in good standing.

(l) Any minutes of a meeting which have been signed by the chair of that meeting shall be prima facie evidence of the matters stated therein.

(m) No rule or decision made by the Association in general meeting shall invalidate a prior act of the Board that would have been valid if that rule or decision had not been made.

6. DIRECTORS

(a) Subject to the provisions of the Society Act and of the Constitution and Bylaws of the Association, the Board shall manage or supervise the management of the affairs of the Association and may exercise any and all of the powers of the Association.

(b) Each Director in exercising his or her powers and in discharging his or her duties shall

(i) act honestly and in good faith and in the best interests of the Association; and

(ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

(c) Except as hereinafter expressly provided, each Director elected or appointed as herein provided shall, if elected, serve for the applicable term specified in Bylaw 6(h) and shall, if appointed, serve for the unexpired term of the individual he or she succeeds.

(d) The number of Directors shall be fixed at such number not less than 7 and not more than 15 as the Board may from time to time determine. The President & CEO shall be appointed by the Board and serve as one of the Directors until he or she ceases as President & CEO, and the rest shall be elected or appointed as provided in the Bylaws.

(e) Directors shall be elected at the annual general meeting after having been nominated in accordance with the provisions of Bylaw 7.

(f) Any voting member who has been a member in good standing of the Association for not less than one year immediately preceding the date of his or her election or appointment shall be eligible to be elected or appointed as a Director.

(g) No director shall be eligible to serve for more than 12 continuous years as an elected Director unless appointed to fill a casual vacancy under Bylaw 6(j), in which case the 12 years referenced herein will be in addition to the unexpired term of the individual he or she succeeds;

(h) Except as provided in Bylaw 6(g), the term or terms of an elected Director shall be as follows:
(i) an initial term of 2 years**;**
(ii) a second term of 2 years;
(iii) a third term of 4 years; and
(iv) a fourth term of 4 years.

(i) The office of a Director shall be vacated if and when the Director:

(i) dies;

(ii) resigns his or her office;

(iii) ceases to be a voting member of the Association;

(iv) is declared to be a patient pursuant to the Patients Property Act of the Province of British Columbia or becomes of unsound mind; or

(v) fails to attend at least seventy-five percent (75%) of the meetings of the Board in any year of his or her term of office, unless his or her absence is excused by the Board for good and sufficient cause.

(j) Any casual vacancy occurring on the Board may be filled by resolution of the remaining Directors.

(k) A Director may be removed from office by Special Resolution and another eligible member may by ordinary resolution be elected or appointed to serve during the balance of the term.

(l) The Directors shall be paid such remuneration for their services, and reimbursed for expenses, as may from time to time be determined by the Board. The President & CEO shall not receive any additional remuneration for serving on the Board.

7. NOMINATION AND ELECTION OF DIRECTORS

The nomination and election of Directors shall be conducted as follows:

(a) Each year the Board shall determine the Board size to be in effect as of the next annual general meeting of the Association and, based on such determination, the number of Directors, if any, to be elected to complete a Board of Directors as provided for in these Bylaws.

(b) The Board's governance committee, or if appointed by the Board, an ad hoc nomination committee (and in such case all references in this Bylaw 7 to the governance committee shall be deemed to be references to such nomination committee), shall make such enquiries as it deems appropriate to identify, from among members in good standing, possible qualified candidates for such vacancies as may exist.

(c) On or before the last business day in September each year, a notice shall be published on the Association's website informing members of the timeline and requirements for interested members to apply to the governance committee to be considered as a candidate for nomination by the Board for election at the next annual general meeting.

(d) Any additional candidate or candidates may be nominated by petition, duly signed by voting members in good standing, comprising at least 1/20th of one percent of the total membership of the Association as at the previous fiscal year end, provided that the said petition shall be filed with the governance committee not later than twelve o'clock noon on the first business day in November at the head office of the Association.

(e) The governance committee shall review the qualifications of all candidates, including their compliance with the Association's conflict of interest guidelines, and shall prepare a list of nominees, which list shall contain at least as many names as there are elected Director positions to be filled. The governance committee shall make its recommendations to the Board with respect to the list of nominees.

(f) The Board shall review the list of nominees and determine the nominees, including any petition candidate whom the Board determines is qualified for nomination, to be presented for election at the annual general meeting, and the recommendations, if any, of the Board to the members with respect to particular nominees.

(g) The election of Directors shall take place at the annual general meeting. Voting shall be in person or by proxy as provided for in Bylaw 5.

(h) All votes submitted in accordance with the Bylaws shall be counted by the Returning Officer who shall certify the final count to the chair of the meeting. The chair of the meeting shall declare elected those candidates who receive the most votes.

(i) Notwithstanding anything herein contained, should the number of nominees not exceed the number of Directors to be elected**,** then those nominees shall be considered elected by acclamation at the annual general meeting.

8. PROCEEDINGS OF DIRECTORS

(a) The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may, from time to time, determine the quorum necessary for the transaction of business. Until otherwise determined, two-thirds of the number of Directors as fixed from time to time by the Board shall constitute a quorum.

(b) The Board Chair may, and upon the written request of any five Directors shall, convene or cause to be convened a meeting of the Board.

(c) Other meetings of the Board shall be held at such times and places as the Board or the Board Chair shall determine.

(d) Reasonable notice of such meetings specifying their place, date and hour shall be given to each Director by mail or by leaving it at his or her usual business or residential address or by telephone, telegram, fax, electronic mail, or any method of transmitting legibly recorded messages.

(e) The Board may appoint by resolution from time to time such committees of the Board as it deems fit and may delegate to such committees such duties and responsibilities as the Board may by resolution determine. All members of a committee of the Board hold their offices at the will of the Board.

(f) All committees shall keep regular minutes of their proceedings and shall report the same to the Board at such times as the Board may from time to time require. The Board shall have power at any time to revoke or override any authority given to, or any act done or to be done by any committee. Committees may make rules for the conduct of their business and may appoint such advisors as they may deem necessary.

(g) The Board, at a meeting of which notice in writing has been given and at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretion by law or by or under the Bylaws for the time being vested in or exercisable by the Board.

(h) A Director may participate in a meeting of the Board or of any committee of the Board of which he or she is a member by means of conference telephones or other communication facilities by means of which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this provision shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum thereof and be entitled to speak and vote thereat.

(i) A resolution submitted to all the Directors and consented to in writing, whether by document, telegram, fax, electronic mail or any method of transmitting legibly recorded messages or other means, by at least 75% of the Directors shall be as valid and effective as if it had been passed at a meeting of the Board duly called and held. Such resolution may be in two or more counterparts, which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

(j) A resolution submitted to all members of a committee and approved in writing by at least 75% of the members of such committee shall be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the committee and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

(k) Every Director who is directly or indirectly interested in a proposed contract or transaction with the Association shall, before a vote is taken, disclose fully and promptly the nature and extent of his or her interest to each of the other Directors. A Director shall not vote in respect of any such proposed contract or transaction with the Association in which he or she is interested and if he or she shall do so his or her vote shall not be counted, but he or she shall be counted in the quorum present at the meeting at which such vote is taken.

9. OFFICERS

(a) The officers of the Association shall be the Board Chair, President & CEO and Corporate Secretary and such other officers as elected or appointed by the Board from time to time. The Board shall fix the remuneration of Officers appointed by the Board.

(b) The Directors shall, at the first meeting of the Board following each annual general meeting of the Association, elect from among their number a Board Chair.

(c) The Board Chair shall preside as the chair at all meetings of the Board or members at which he or she shall be present and shall have such other powers and duties as may from time to time be assigned by the Board.

(d) The President & CEO shall be the chief executive officer of the Association and shall be responsible for the supervision and direction of the administration of the affairs of the Association.

(e) The Corporate Secretary shall be responsible for making the necessary arrangements for issuing notices of meetings of the Board and the Association. The Corporate Secretary shall attend all meetings of the Board and the Association and shall be responsible for ensuring that minutes of these meetings are recorded.

(f) The chair of the governance committee shall preside over all meetings and perform the duties of and represent the Board Chair in case of the absence or inability of the Board Chair to act.

(g) The term of office of the Board Chair shall be as determined by the Board from time to time, subject to Bylaw 9(h).

(h) Notwithstanding the length of term of any office, every Officer shall be subject to annual confirmation or determination by resolution of the Board by simple majority at the first meeting of the Board following the annual general meeting. The Board may at any other time by a two-thirds majority vote to suspend or remove from office, or by a simple majority vote reinstate to office, any Officer.

10. SEAL AND RECORDS

(a) The Board shall adopt a seal and it, with the books and records of the Association, shall be in the custody of the Board or its nominee or nominees and shall be kept at the registered Address of the Association.

(b) The Board shall cause accounts of all of the business of the Association and minutes of the proceedings at all meetings of the Association and of the Board and of any committees of the Board to be kept at the head office of the Association.

(c) The seal of the Association shall not be affixed to any document except in the presence of:

(i) any two of the Board Chair, the chair of the governance committee, and the President & CEO; or

(ii) any one of the Board Chair, the chair of the governance committee, or the President & CEO together with any vice-president or the Corporate Secretary; or

(iii) such individual or individuals as the Board may from time to time by resolution appoint;

and the said individuals in whose presence the seal is so affixed to any document shall sign such document. For the purpose of certifying under seal true copies of any document or resolution the seal of the Association may be affixed in the presence of any one of the foregoing individuals.

(d) The documents, including the accounting records of the Association, shall be open to inspection by any Director of the Association at any time during normal business hours of the Association. No documents of the Association shall be open to inspection by any other person except to such extent, at such time and upon such conditions as the Board may from time to time determine.

11. BORROWING & FINANCING, AND AUDITOR

(a) The Board may from time to time on behalf of and in the name of the Association:

(i) raise and borrow money in such manner and amounts, on such security, or without security, from such sources and upon such terms and conditions as it thinks fit;

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

(iii) incur, or secure the payment or repayment of or the performance of, any indebtedness or obligation in such manner and upon such terms and conditions in all respects as the Board thinks fit, and without limiting the generality of the foregoing by the issue of bonds, notes, income bonds, perpetual or redeemable debentures or any mortgage, charge or other security, whether specific or floating, on the undertaking or on the whole or any part of the property and assets (both present and future) of the Association, provided, however, that no debenture shall be issued by the Association without the sanction of a Special Resolution.

(b) All cheques drawn upon the monies of the Association shall be signed by such one or more signatories as the Board shall from time to time authorize.

(c) The accounts of the Association shall be audited at least once a year by the duly appointed auditor.

12. AMENDMENT OF BYLAWS

These Bylaws shall not be amended, altered or rescinded except by Special Resolution.

13. PROCEDURES

All matters of procedure not specifically provided for by these Bylaws shall be governed by the latest published edition of Robert's Rules of Order.

In these Bylaws where the singular person is used, it shall include the plural, and the masculine gender shall include the feminine unless the context shall otherwise require.

14. DISSOLUTION

If the Association is wound up and dissolved, the assets remaining after all debts have been paid or provided for shall be paid, transferred or delivered to such charity or charities, registered under the provisions of the Income Tax Act of Canada, as shall be designated by the Board.

15. INDEMNITY AND PROTECTION OF DIRECTORS AND OFFICERS

(a) In this Bylaw 15, “director” and “officer” shall have the same meanings as those terms are defined or used in the Society Act.

(b) Subject to the Society Act and these Bylaws, the Association shall indemnify a director or former director of the Association and a director or former director of a corporation which is or was a subsidiary of the Association and the heirs and personal representatives of any such individual, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in a civil, criminal or administrative action or proceeding to which he or she is a party, by reason of such individual being or having been a director of the Association or a director of such subsidiary, and, if authorized by resolution of the Board of the Association, may indemnify to any further extent permitted by the Society Act.

(c) Subject to the Society Act and these Bylaws, the Board shall cause the Association to indemnify any officer or former officer of the Association or of a corporation which is or was a subsidiary of the Association (notwithstanding that he or she is also a director) and his or her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in a civil, criminal or administrative action or proceeding to which he or she is a party by reason of such individual acting as an officer of the Association or of such subsidiary, including any action brought by the Association or any such subsidiary, and, if authorized by resolution of the Board of the Association, may indemnify to any further extent permitted by the Society Act.

(d) The Association shall be deemed to have contracted, on the terms of the foregoing indemnity, with each such director or officer or former director or officer upon his or her election or appointment.

(e) The Association shall apply to the Court for all approvals of the Court which may be required to make any indemnity referred to in this Bylaw effective and enforceable.

(f) The failure of a person to comply with the Society Act or of the Constitution or these Bylaws shall not, of itself, invalidate any indemnity to which such person is entitled under this Bylaw.

(g) Subject to the Society Act and these Bylaws, the Association may in its discretion indemnify a director or former director of any other corporation (other than a subsidiary) of which the Association is or was a shareholder, or of any other organization associated with the Association, in circumstances where he or she acted as director of such corporation or organization at the request of the Association, and the heirs and personal representatives of any such individual, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in a civil, criminal or administrative action or proceeding to which he or she is a party, by reason of such individual being or having been a director of such corporation or organization, including any action brought by such corporation or organization, such indemnity to be on terms authorized by resolution of the Board of the Association.

(h) Subject to the Society Act and these Bylaws, the Association may in its discretion indemnify any officer or former officer of any corporation (other than a subsidiary) of which the Association is or was a shareholder, or of any other organization associated with the Association, in circumstances where he or she acted as officer of such corporation or organization at the request of the Association, (notwithstanding that he or she is also a director), and his or her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in a civil, criminal or administrative action or proceeding to which he or she is a party by reason of such individual acting as an officer of such corporation or organization, including any action brought by such corporation or organization, such indemnity to be on terms authorized by resolution of the Board of the Association.

(i) The Board may cause the Association to purchase and maintain insurance for the benefit of:

(i) any individual who is or was serving as a Director or Officer of the Association or as a director or officer of a corporation which is or was a subsidiary of the Association or (if he or she acted as such at the request of the Association) of any other organization associated with the Association or corporation of which the Association is or was a shareholder; and

(ii) any person designated by the Board who is or was serving as an employee or agent of the Association or of such corporation or organization; and

(iii) any person in respect of whom the Association is or may be obligated to indemnify pursuant to this Bylaw 15;

and his or her heirs and personal representatives against any liability incurred by him or her as such director, officer, employee or agent.

(j) If any of the provisions of this Bylaw shall be void, illegal or invalid, the remaining provisions of this Bylaw shall be construed and take effect as if the void, illegal or invalid provision had never been contained herein. The Association shall not be required to indemnify a person pursuant to this Bylaw if such person did not, with respect to the act or matter giving rise to the proposed indemnification, act honestly and in good faith and with a view to the best interests of the Association or the corporation or the organization referred to therein, as the case may be, or in the case of a criminal or administrative act or proceeding, if he or she did not have reasonable grounds for believing his or her conduct was lawful.