

Constitution

Constitution of ECEBC – Early Childhood Educators of BC (the “Society”)

Incorporation Number: S-8999

1. The name of the Society is ECEBC – Early Childhood Educators of British Columbia.
2. The purposes of the Society are:
 - a) To advance education by providing scholarships, bursaries, awards and other forms of financial assistance to students undertaking post-secondary studies in early childhood education and care.
 - b) To advance and provide professional development opportunities in early childhood education across the province through workshops, conferences and seminars.
 - c) To educate and inform the public about early childhood education and care.
 - d) To engage in the research, development and dissemination of educational resources in early childhood education.

ECEBC By-Laws

Definitions and Interpretation

Definitions

1.1 In these By-Laws:

- “**Act**” means the Societies Act of British Columbia as amended from time to time
- “**Board**” means the Board of Directors of the Society
- “**By-Laws**” means these By-Laws as altered from time to time
- “**Chair**” means the person who presides as the chair of a general meeting, or extraordinary general meeting, or the office of Board Chair, in accordance with these By-Laws
- “**directors**” means the directors of the Society (Board of Directors)
- “**electronic means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - a) in relation to a meeting, permits any meeting to be held in person, virtually or in combination at the discretion of the Board, committee or other entity
 - b) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - c) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters
- “**Society**” means the ECEBC – Early Childhood Educators of BC

Definitions in Act Apply

1.2 The definitions in the Act apply to these By-Laws and the Constitution.

Conflict With Act or Regulations

1.3 If there is a conflict between these By-Laws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Not-For-Profit Purpose of the Society

- 1.4** The organization will be carried on without purpose of gain for its members, and any profits or other gains to the organization shall be used in promoting its purposes.

Members

Membership is Restricted

- 2.1** Membership in the Society is restricted to those persons:
- a) Who are members in good standing on the date these By-Laws come into force, and
 - b) Whose subsequent application for admission as a member has been accepted in accordance with these By-Laws.

Eligibility of Membership

- 2.2** A person may be eligible to be accepted as a member if the person:
- a) Is seventeen (17) years of age or older,
 - b) Supports the Society's Mission, and
 - c) Is interested in advancing the purposes and supporting the activities of the Society.

A person is not eligible to be a member if the person is:

- a) An employee of the Society, or
- b) The spouse of a person who is an employee of the Society.

Application for Membership

- 2.3** A person may apply to the Board for membership in one membership class of the Society, and the person becomes a member on the Board's acceptance of the application.

Classes of Membership

- 2.4** The Society has three (3) classes of membership:
- a) A Full member is an individual who is:
 - In possession of an Early Childhood Educator Certificate to practice issued by the provincial government Early Childhood Educator Registry

-
- b) An Associate is an individual who:
- Holds post-secondary certification in a related field, or
 - Has been a full member of the Society and is now retired from the early childhood care and education field, or
 - Is currently employed in the early childhood care and education field and is in good standing with the Provincial Community Care Facilities Branch.
- c) A Student member is an individual who is:
- Enrolled in post-secondary certification in the early childhood care and education field, or
 - Furthering their qualification by engaging in post-secondary education in the early childhood care and education field.
 - A corporation, which is any type of legal entity including, but not limited to a, for-profit corporation, not-for-profit corporation or organization, may sponsor an individual as a Full member of the Society provided that individual is in possession of an Early Childhood Educator Certificate to practice issued by the provincial government Early Childhood Educator Registry.

Member Rights

2.5 Members of each class of membership have the rights of membership set out in these By-Laws:

- a) Full members have the right to:
- Attend membership meetings,
 - Vote on motions at membership meetings,
 - Nominate a member for election as a director,
 - Be nominated, if eligible, to stand for election as a director,
 - Elect a Board of Directors,
 - Serve on committees or other entities of the Board, as invited, and
 - Inspect the Society's records with the exception of the Member Register which is restricted to protect members' personal information and avoid its unwanted or unauthorized use but may obtain a copy on application and approval of the Board without charge.

-
- b) Associate and Student members have the same rights and privileges as Full members, except they cannot:
- Stand for election as a director, or
 - Vote on motions at membership meetings

The Board will describe the rights and privileges of members in each class in policy.

2.6 Members of any class of membership have the right to:

- a) Become listed as a member of a Branch of the Society (see Part 4).
- b) Participate in:
- The educational programs and initiatives offered by the Society,
 - Opportunities to network, connect, share and receive support from:
 - Provincial practitioners,
 - Professional contacts and publications,
 - Other early childhood associations.
- c) Receive member-only benefits as may be authorized by the Board from time to time, including but not limited to:
- Free memberships, subscriptions and access to the Society's records,
 - Discounted enrolment in programs, services and merchandise.
- d) Contribute information that many help shape early childhood care and education practice and policy.

Obligations of Members

2.7 Members of each class of membership are obligated to:

- a) Uphold the Constitution of the Society,
- b) Comply with these By-laws,
- c) Carry on their involvement in the Society in a fully ethical manner and in conformity with generally accepted principles of conduct and the Society's code of ethics, and
- d) Pay an annual fee.

Amount of Membership Fee

2.8 The amount of the annual membership fee is set by the Board.

Membership is Not Transferrable

2.9 Membership in any class of the Society is not transferable by a member.

Member Not in Good Standing

2.10 A member is not in good standing if the member fails to pay the member's annual membership fee, and the member is not in good standing for so long as the fee remains unpaid.

Member Not in Good Standing May Not Vote

2.11 A voting member who is not in good standing:

- a) May not vote at a general meeting or extraordinary general meeting, and
- b) Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of Membership

2.12 A person's membership in the Society is terminated:

- a) If the person is not in good standing for three (3) consecutive months,
- b) If the person submits a resignation in writing to the Board,
- c) On the person's death, or
On being expelled (see 2.13).

Following an appropriate investigation or review of a member's conduct or actions in accordance with such policies as may be established by the Board, the Board may expel a member for conduct which, in the reasonable opinion of the Board, is:

- a) Improper or unbecoming for a member,
- b) Contrary to section 2.7, or
- c) Likely to endanger the reputation or hinder the interests of the Society.

The Society must provide notice of a proposed expulsion to the member in question, accompanied by a brief statement of the reasons for the action.

A member who is the subject of the proposed expulsion will be provided a reasonable opportunity to respond to the proposed discipline at or before the time the matter is decided.

Expelled Member May Reapply for Membership

- 2.13** A person expelled from membership may re-apply for membership after one (1) year from the date of expulsion in accordance with the terms of the expulsion resolution, unless prohibited by the terms of the expulsion. Such re-application is subject to acceptance by the Board.

Meetings of Members

Time and Place of General Meeting and Extraordinary General Meeting

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

Meetings can be held in person in a facility located within the municipality of Vancouver, BC, or any other location set by the Board, or by electronic means.

Electronic Participation

- 3.2** The Board may determine, in its discretion, to hold any general meeting or extraordinary general meeting in whole or in part by electronic means, so as to allow some or all members to participate in the meeting remotely.

Where a general meeting or extraordinary general meeting is to be conducted using electronic means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by electronic means are deemed to be present at the general meeting or extraordinary meeting.

Quorum Required

- 3.3** No business, other than the election of a person to preside as chair and the adjournment or termination of the meeting, will be conducted at a general meeting or extraordinary general meeting at a time when a quorum is not present.

Quorum For General Meetings

- 3.4** The quorum for the transaction of business at a general meeting or extraordinary general meeting is one fifth (1/5) of the voting members of the Society, or fifty 50 voting members of the Society, whichever is less.

Lack of Quorum at Commencement of Meeting

- 3.5** If, within ten (10) minutes from the time set for holding a general meeting or extraordinary general meeting, a quorum of voting members 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 ten (10) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If Quorum Ceases to be Present

- 3.6** If, at any time during a general meeting or extraordinary general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Chair

- 3.7** The following individuals are entitled to preside as the chair of a general meeting or extraordinary general meeting:
- a) The Board Chair,
 - b) The Board Vice-Chair,
 - c) An individual, appointed by the Board to preside as the chair.

If the Board Chair, Board Vice-Chair or individual appointed is unable to preside as the chair, one of the other directors present at the meeting will preside as chair.

Alternate Chair

- 3.8** If there is no individual entitled under these By-Laws who is able to preside as the chair of a general meeting or extraordinary general meeting within ten (10) minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Ordinary Business

- 3.9** At a general meeting or extraordinary general meeting, any of the following business is ordinary business:
- a) Approval of an agenda,
 - b) Approval of the minutes of the previous general meeting or extraordinary general meeting held since the previous general meeting or extraordinary general meeting,
 - c) Approval of an auditor, if any
 - d) Consideration of any financial statements of the Society or auditor presented to the meeting,
 - e) Consideration of the reports, if any, of the directors,
 - f) Consideration of any members' proposals submitted in accordance with the Act,
 - g) Election or appointment of directors, if appropriate, and
 - h) Business arising out of a report of the directors not requiring the passing of a special resolution.

The meeting may include other business as determined by the Board in its discretion.

Notice of Special Business

- 3.10** A notice of a general meeting or extraordinary general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Rules of Order at Meetings

- 3.11** Any person chairing a meeting of the members must govern according to the rules contained in the current edition of Robert's Rules of Order, except in situations where these By-Laws or any special rules of order adopted by the Society provide other rules, or where all present at the meeting agree to an alternate manner of conduct.

Adjournments by Chair

3.12 The chair of a general meeting or extraordinary general meeting may, or, if so directed by the voting 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.

Notice of Continuation of Adjourned Meeting

3.13 It is not necessary to give notice of a continuation of an adjourned general meeting or extraordinary general meeting or of the business to be transacted at a continuation of an adjourned meeting except that, when a meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Methods of Voting

3.14 At a general meeting or extraordinary general meeting, every voting member present can cast one (1) vote when question is called.

Voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

The chair of a general meeting or extraordinary general meeting does not vote, except in the event of a tie, whereupon the chair will cast the deciding vote.

Announcement of Result

3.15 The chair of a general meeting or extraordinary general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy Voting Not Permitted

3.16 Voting by proxy is not permitted.

Matters Decided by Ordinary Resolution

3.17 A matter to be decided at a general meeting or extraordinary general meeting must be decided by ordinary resolution unless the matter is required by the Act or these By-Laws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Minutes of Meetings

- 3.18** The Executive Director (ED), or such other person designated by the Board or the ED, will ensure that minutes are taken for all meetings of the membership.

Branches

Branches

- 4.1** A Branch is defined as a group of voting members in good standing who maintain a physical location, or a virtual location (online), in the name of the ECEBC as an extension of the provincial body. It is not a separate legally entity. It is a representation of the ECEBC in a defined location – geographic region, municipality or community, or virtual community (online) – in the province of BC.

Only the Society May Create Branches

- 4.2** Only the Society can create a Branch.

The Society may create Branches by:

- a) An action enacted by the Board, or
- b) Board approval of an application from a group of voting members in good standing in a geographic location or virtual community (see 4.1).

The creation of Branches is described by the Board in policy.

Transition of Existing Branches

- 4.3** On the date these By-Laws come into force each Branch that is a registered Branch and that is eligible to exist as a Branch will continue to be a Branch.

Continuing Branches must agree to uphold the purposes and obligations of a Branch (see 4.4).

Branches Have Purposes, Rights and Obligations

- 4.4** The purposes, rights and obligations of a Branch are described by the Board in policy (see Branch Kit).

Branch Dissolution

- 4.5** A Branch may be dissolved and its financial assets, if any exist, will be managed by the provincial body as described by the Board in policy.

Board

Board of Directors

- 5.1** Pursuant to the Act, the Society has a Board of Directors (Board) which has the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

Board Composition

- 5.2** The Board must have no fewer than three (3) and no more than fifteen (15) directors.
- The composition of the Board shall always include the Executive Director (ED), per Part 8, but the minimum/total number of directors does not include the ED.
- The total number of directors shall be determined from time to time by the directors at a meeting of the Board.
- The Board may at its discretion appoint ex-officio, non-voting, individuals to be members of the Board.
- All directors, save and except the ED, must be members of the Society.
- The ED does not vote.

Election or Appointment of Board

- 5.3** The voting members of the Society must elect or appoint the Board at an annual general meeting as described in these By-Laws.

Election by Acclamation

- 5.4** In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for directors that will become vacant at the close of the next annual general meeting in which an election will be held, then the eligible nominees are deemed to be elected by acclamation and no vote will be required

Term of Office

5.5 The term of office for all directors will normally be three (3) years. However, the Board may by Board 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.

The Board may also, upon unanimous consent of a resolution, permit some directors to have a term of more than three (3) years due to extenuating circumstances.

Without limiting the generality of the foregoing, such an extension can only occur once for any director.

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 elected.

Directors may:

- Not serve for more than two (2) consecutive terms of office totaling six (6) years.
- Be eligible for a third (3rd) term of office, under extenuating circumstances, upon unanimous consent of the Board.

Board May Fill Casual Vacancy

5.6 The Board may, at any time, appoint a Full member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of Appointment of Director Filling Casual Vacancy

5.7 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

The time served is not included as part of a term if an appointed director is elected to the Board.

Removal of a Director

5.8 A director may be removed before the expiration of their term of office by:

- a) Special resolution of the members; or
- b) Board resolution.

If by special resolution of the members, the Board may elect a replacement director by ordinary resolution to serve for the balance of the removed director's term of office.

If by Board resolution, the director proposed for removal has a conflict of interest and may not vote on the Board resolution, but is entitled to not less than seven (7) days advance notice in writing of the proposed Board resolution and to address the Board prior to the vote on the resolution.

Remuneration of Directors and Officers

5.9 The directors shall serve as directors and officers without remuneration, save and except the Executive Director, and no director shall directly or indirectly receive any profit from a position as a director or officer.

However, a director may be paid:

- a) Reimbursement for reasonable expenses incurred in the performance of duties, and/or
- b) For the provision of services to the Society as described in an agreement, provided such services do not involve matters concerning the Board.

The terms of an agreement and payment thereof is described by the Board in policy.

Powers and Responsibilities of the Board

5.10 The Board, or the Executive Director (ED) (see 5.11 and Part 8), 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 By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the members in a general meeting or extraordinary general meeting, but nevertheless subject to the provisions of:

- All laws affecting the Society, and
- The Society's Constitution and By-Laws.

Without limiting the generality of the foregoing, the Board, or ED, has 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, or ED, 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.

Delegation of Administrative Authority to the Executive Director

5.11 The Board may delegate to the Executive Director (see Part 8) administration of the affairs of the Society in all things and make or cause to be made for the Society, in its name, any contract which the Society may lawfully enter into and, save as hereinafter provided, may exercise all such other powers and do all such other acts and things as the Society is by its Constitution or these By-Laws authorized to exercise and do.

Policies and Procedures

5.12 The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act or the Society's Constitution or By-Laws.

These rules, regulations, policies and procedures are used by the Executive Director (ED) to direct the development of programs to be implemented. Policies are also used by the ED to develop annual plans by which the Society can operate and are the point of reference to address all marketing and communications efforts by both the Board and ED.

Directors and Officers

Officers of the Board

6.1 The officers of the Board are the:

- a) Board Chair,
- b) Board Vice-Chair, and
- c) Executive Director (see Part 8),

together with such other officers, if any, as the Board, in its discretion, may create.

The Board may, by Board resolution, create and remove such other officers of the Board as it deems necessary and determine the duties and responsibilities of all officers.

Signing Officers

6.2 The Board will, from time to time by Board resolution, appoint signing officers who shall be authorized to sign cheques and all banking documents on behalf of the Society.

The authority and responsibilities of signing officers are described by the Board in policy.

Election and Term of Officers

- 6.3** The term of a Board officer, save and except the Executive Director, is the time remaining in their term as a director.

When a Board officer's term is complete, save and except the Executive Director, the Board will elect a replacement at a date set by the Board.

Removal of Officers

- 6.4** A director may be removed as a Board officer by Board resolution.

Replacement

- 6.5** Should a Board officer for any reason be unable to complete their term, or resigns, save and except the Executive Director, the Board will remove such officer from their office and will elect a replacement at a date set by the Board.

Duties of Board Chair

- 6.6** The role of the Board Chair is to ensure that the Board is focused on its governance role, and:
- a) Leads the Board in their deliberations,
 - b) Facilitates decision-making, and
 - c) Presides as the chair at all meetings of the Board, members (see 3.7 and 3.8) and of the Society.

The Board Chair may speak on behalf of the Society or the Board as authorized by the Board from time to time using Board policies and position statements, if any, as reference and in conjunction with the Executive Director.

The Board Chair will have such other duties as may be established by the Board in policy.

Duties of Board Vice-Chair

- 6.7** The Board Vice-Chair will assist the Board Chair in the performance of their duties and will, in the absence of the Board Chair, perform those duties.

The Board Vice-Chair will have such other duties as may be established by the Board in policy.

Indemnification of Directors and Eligible Parties

- 6.8** To the extent required by the Act, each director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that person by reason of their holding or having held authority within the Society is or may be:
- a) Joined as a party to such legal proceeding or investigative action, or
 - b) Liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

Purchase of Insurance

- 6.9** The Society may purchase and maintain General Liability insurance and Directors and Officers Liability 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.

Board Meetings

Board Meetings

- 7.1** Meetings of the Board may be held at any time and place determined by the Board. Meetings may include regular meetings and ad hoc meetings, as determined by the Board.

A Board meeting may be called by the Board Chair or by request of any two (2) or more directors.

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all directors, no further notice of those meetings is required to be provided to a director unless:

- a) That director was not in office at the time notice of regular meetings was provided, or
- b) The date, time or place of a regular meeting has been altered.

Participation by Electronic Means

- 7.2** The Board may determine, in its discretion, to hold any meeting of the Board in whole or in part by electronic means, so as to allow some or all parties to participate in the meeting remotely and/or to conduct business that is time sensitive.

Where a meeting of the Board is conducted by electronic means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by electronic means are deemed to be present at the meeting.

Quorum of Directors

- 7.3** The quorum for the transaction of business at a Board meeting is a majority of the voting directors.

Proceedings Valid Despite Omission to Give Notice

- 7.4** The accidental omission to give notice of a Board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of Board Meetings

- 7.5** The Board will regulate their meetings, conduct and proceedings in policy.

Director Conflict of Interest

- 7.6** Per the Act, if a director or senior manager (eg: the ED) is reasonably unaware of a conflict of interest they are not required to disclose that conflict. However, a director who is aware of a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the directors will:

- Be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered,
- Disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter,
- Recuse themselves from the meeting or portion thereof, at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information, and

-
- In that case, refrain from any action intended to influence the discussion or vote then recuse themselves from the remainder of the meeting.
 - The Board will establish policies further describing governing conflicts of interest of directors and others, provided that such policies do not contradict the Act or these By-Laws.

Voting

- 7.7** A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the Board Chair may move or propose a resolution.

Each director is entitled to one (1) vote on all matters at a meeting of the Board. No other person is entitled to a vote at a meeting of the Board.

Proxy voting or alternative voting is prohibited.

The Board Chair does not vote, except in the event of a tie, whereupon the Board Chair will cast the deciding vote.

Votes on Board resolutions may be conducted via any means including but not limited to a show of hands or any electronic means.

Directors may pass a directors' resolution without holding an official meeting if they have already received a copy of the resolution and a record of the result is recorded in the Society's official records.

Minutes of Meetings

- 7.8** The Board Chair, Executive Director (ED) if one exists, or such other person designated by the Board Chair or the ED, will ensure that minutes are taken for all meetings of the Board.

Executive Director

Executive Director

- 8.1** The Board may hire an Executive Director (ED) as its only employee and sole delegate of the Board's management authority to manage all the affairs of the Society on its behalf.

As such, the ED is the only Society employee who is accountable to the Board and with whom the Board has a direct relationship.

Per section 5.2, the ED is an ex-officio Board member and participates fully in Board meetings, but does not vote.

Delegation of Authority to Executive Director

- 8.2** When the Board hires an Executive Director (ED), the Board delegates complete authority for operations of the Society to the ED, assesses the ED's performance and requires regular compliance reporting to the Board as described in policy.

Role

- 8.3** The Executive Director (ED) is responsible for the administration, management, and operation of the Society, ensuring that it achieves the goals set for it by the Board in its policies.

The ED may delegate authority to staff, contractors and volunteers for specific responsibilities, but ultimately remains accountable for their actions.

The ED supports the Board in fulfilling its governance responsibilities, provides advice, implements and reports on Board directions, ensuring that operations are consistent with the Society's Constitution, By-Laws and Board policies.

Key Responsibilities

- 8.4 The Executive Director will have a specific job description, role, duties and responsibilities defined in a Position Description established by the Board in policy.

Terms of Employment

- 8.5** Terms of employment for the Executive Director (ED) are established by the Board in policy. Without limiting the generality of the foregoing:
- Remuneration for the ED shall be set by the Board by resolution.
 - The specific job description, role, duties and responsibilities of the ED are defined in an Employment Agreement as determined by Board resolution from time to time.

Appointment of Agents and Employees

- 8.6** The Executive Director (ED), or in the absence of an ED, the Board, may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed in an Employment Agreement at the time of such appointment.

Remuneration for Employees, Agents and Contractors

- 8.7** Remuneration for all employees, agents and contractors shall be fixed by the Executive Director (ED), or in the absence of an ED, the Board, by employment agreement or contract.

The Society will disclose the remuneration of all employees, agents and contractors earning the prescribed amount in the Act and Regulations by declaring in its annual financial statements the total number of employees and contractors and the sum total of remuneration paid.

Committees and Other Entities

Creation and Authorization of Committees and Other Entities

- 9.1** The Board may create such committees and other entities including but not limited to working groups, ad hoc groups and task forces as may from time to time be required.

The Board may delegate any, but not all, of its powers to committees or other entities which may be in whole or in part composed of directors as it deems appropriate.

Without limiting the generality of the foregoing, any such committee or other entity will limit its activities to the purpose or purposes for which it is authorized and will have no powers except those specifically conferred in terms of reference by a Board resolution and described in policy.

Terms of Reference

- 9.2** When the Board creates a committee or other entity, it will establish terms of reference for it including, but not limited to, the:

- a) Authority
- b) Composition and criteria for selection of members
- c) Primary functions and responsibilities
- d) Term for members, and
- e) Reporting directions.

Without limiting the generality of the foregoing, unless specifically designated as a standing committee, any other entity created by the Board must be created for a specified purpose and time period and will automatically be dissolved upon the earlier of the completion of the:

- a) Specified time period, or

b) Purpose for which it was created.

Dissolution of Committee or Other Entity

9.3 The Board may dissolve any committee or other entity by Board resolution.

Financial Matters and Reporting

Fiscal Year

10.1 The fiscal year of the Society will be determined by the Board from time to time.

Accounting Records

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

Borrowing Powers

10.3 The use of the funds of the Society is subject to the discretion of the Board, according to the By-Laws of the Society.

To carry out the purposes of the Society, the Executive Director (ED), or in the absence of an ED, 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 or the granting of mortgages.

The members may by ordinary resolution restrict the borrowing powers of the Board.

Appointment of Auditor

10.4 The Board shall determine if and when an auditor shall be appointed and nominate the firm and/or organization to carry out auditing duties.

When this occurs, the auditor will audit the accounts and annual financial statements of the Society for report to the members at the next annual general meeting.

The auditor shall hold office until the next annual general meeting provided that the Board may fill any casual vacancy in the office of the auditor.

The remuneration of the auditor shall be set by the Board.

Dissolution of the Society

Dissolution of the Society

- 11.1** In the event of the need to dissolve the Society a special committee will be formed by the Board to bring about an orderly dissolution of the Society.
- 11.2** Upon winding up or dissolution of the Society, the assets which remain after the payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act of Canada.
- 11.3** If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization; provided that such organization is a charitable trust recognized by the Registrar of Societies as being qualified under the provisions of the Act.
- 11.4** If the Society voluntarily dissolves it will pass and file an ordinary resolution appointing a record keeper.

These By-Laws adopted by special resolution dated: January 4, 2022.