

Schedule A**OUR PLACE SOCIETY****BY-LAWS****PART 1 – INTERPRETATION**

1.1 In these bylaws, unless the context otherwise requires:

- (a) “Board” means the Board of Directors of the Society.
- (b) “Directors” means the directors of the Society elected or appointed pursuant to the *Society Act*, or the Societies Act upon the Societies Act coming into force, or these bylaws and “Director” means any one of the Directors.
- (c) “Chief Executive Officer” means the Chief Executive Officer of the Society appointed pursuant to bylaw 10.1.
- (d) “Honorary Members” means honorary members of the Society appointed pursuant to bylaw 8.1.
- (e) “Members” means the members of the Society as described in bylaw 2.1 other than Honorary Members and “Member” means any one of the Members.
- (f) “Officers” means the officers of the Society described in bylaw 9.1 and “Officer” means any one of the Officers.
- (g) “Ordinary Resolution” means
 - (i) a resolution passed in a general meeting by the Members by a simple majority of the votes cast;
 - (ii) prior to November 28, 2016, 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 it 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; or
 - (iii) on or after November 28, 2016, a resolution that has been submitted to the Members and consented to in writing by 2/3 of the Members who would have been entitled to vote on it 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.

- (h) “Registered Address” of a Member or Director means the person’s address as recorded in the register of Members.
 - (i) “Society” means the Our Place Society.
 - (j) “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.
 - (j.1) “*Societies Act*” means, upon it coming into force, the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it.
 - (k) “Special Resolution” means
 - (i) prior to November 28, 2016, a resolution passed in a general meeting by a majority of not less than 75% of the votes of those Members who, being entitled to do so, vote
 - (A) of which the notice that these 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
 - (B) 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;
 - (ii) on or after November 28, 2016, a resolution passed in a general meeting by a majority of not less than 2/3 of the votes of those Members who, being entitled to do so, vote
 - (A) Of which the notice that these 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
 - (B) 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;
 - (iii) a resolution consented to in writing by every Member of the Society who would have been entitled to vote on it 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 The definitions in the *Society Act*, or the *Societies Act* if the *Societies Act* is then in force, on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
- 1.4 In these bylaws, “person” includes a corporation.

PART 2 – MEMBERSHIP

2.1 The members of the Society are those persons who were members of the Society at the end of the day on December 31, 2010 and those persons who after that date apply for membership in the Society, and become members in accordance with these bylaws and, in either case, have not ceased to be members.

2.2 A person may apply to the Board for membership in the Society, and, if the applicant

- (a) meets all eligibility criteria established by the Board for membership in the Society,
- (b) confirms in writing that the applicant subscribes to, and supports the purposes of, the Society; and
- (c) pays the applicable membership dues,

the applicant may be accepted by the Board as a Member.

2.3 Every Member shall uphold the constitution and comply with these bylaws.

2.4 The Board may from time to time set an annual membership fee. The membership year shall be the same as the Our Place Society fiscal year.

2.5 A person shall cease to be a member:

- (a) when their membership expires at the end of the fiscal year irrespective of when the initial membership in the Society was granted.
- (b) by delivering the Member's resignation in writing to the secretary of the Society or by delivering it to the address of the Society;
- c) on his or her death or, in the case of a corporation, on its dissolution;
- d) on being expelled; or
- e) on having been a Member not in good standing for 12 consecutive months.

2.6 A Member may be expelled by a Special Resolution passed at a general meeting.

2.7 The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

2.8 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.

2.9 The membership of a person in the Society is not transferable.

2.10 No Member shall be an employee of the Society and, subject to bylaw 2.11, no Member shall be remunerated for being a member of the Society.

2.11 The Board may authorize the reimbursement of expenses necessarily and reasonably incurred by a Member while engaged in the affairs of the Society.

2.12 All Members are in good standing except a Member who has failed to pay the current annual membership fee within 60 days of its due date as provided in bylaw 2.4, or any other subscription or debt due and owing by the Member to the Society within 60 days of its due date, and a Member ceasing to be in good standing for failure to pay a membership fee or other debt to the Society remains not in good standing for so long as the debt remains unpaid.

PART 3 – MEETINGS OF MEMBERS

3.1 General meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, or the *Societies Act* upon the *Societies Act* coming into force, and these bylaws, that the Board decides.

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

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

3.4 Subject to bylaw 3.5, the Board shall give not less than 14 days' notice in writing of any general meeting to the Members entitled to receive notice.

3.5 The period of notice for a particular meeting may be waived or reduced by unanimous consent of the Members entitled to receive notice.

3.6 Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

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

3.8 An annual general meeting shall 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 is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except:

- (i) the adoption of rules of order;
- (ii) the consideration of the financial statements;
- (iii) the consideration of the report of the Directors;
- (iv) the consideration of the report of the auditor;
- (v) the election of Directors;
- (vi) the appointment of the auditor; and
- (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

4.2 A quorum of Members at a general meeting is greater than twice the number of Directors holding office on the day prior to the meeting.

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

4.4 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.

4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, it shall stand adjourned to the same day in the next week, 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 constitute a quorum.

4.6 The Chairperson shall act as chairperson of all general meetings, but if at a meeting the Chairperson of the Board is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chairperson shall act as chairperson. If neither the Chairperson nor Vice-Chairperson is present within 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairperson of that meeting and, if no Director present is chosen and willing to so act, the Members present must choose one of their number to act as the chairperson of the meeting.

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

4.8 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.9 Except as provided in bylaw 4.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.10 Any issue at a general meeting not required by these bylaws or the *Society Act*, or the *Societies Act* upon the coming into force, to be decided by a Special Resolution shall be decided by an Ordinary Resolution.

4.11 A resolution proposed at a general meeting must be seconded, and the chairperson of the meeting may move or propose a resolution or second a resolution moved or proposed by another Member.

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

4.13 A Member in good standing who is present at a meeting of Members is entitled to one vote. A Member not in good standing may attend a meeting of Members but is not entitled to speak or vote, propose or second resolutions or be counted as part of the quorum for the meeting.

4.14 Voting shall be a show of hands unless a resolution calling for a ballot is passed.

4.15 Voting by proxy is not permitted.

4.16 A corporate Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that representative must be considered as a Member for all purposes with respect to a meeting of the Society.

4.17 Subject to the *Society Act*, the *Societies Act* upon the *Societies Act* coming into force, and these bylaws, all matters of procedure shall be resolved in accordance with the rules set out in Roberts Rules of Order, most current edition.

PART 5 – DIRECTORS

5.1 The Directors of the Society are those individuals who were Directors of the Society at the end of the day on December 31, 2010 and those individuals who after that date are elected as Directors at an annual general meeting in accordance with these bylaws and, in either case, have not ceased to be Directors.

5.1.1 The Board may establish policies and processes for the nomination of Directors who will stand for election at a general meeting, including but not limited to establishing that nominations of Directors must be made in writing and delivered to the Board in a certain format and by a certain date or time that is prior to the date of the general meeting, provided that such policies and processes are communicated to the Members by notice no later than 30 days prior to any general meeting at which an election of Directors is to occur and 15 days prior to any deadline for nomination set therein.

5.2 The term of office for all Directors elected on or after January 1, 2011 will be two years expiring at the second annual general meeting of the Society after their election.

5.3 A Director may be re-elected. However, unless otherwise approved by Special Resolution, a person may not serve as a Director for more than three consecutive two year terms. For the purposes of this bylaw, terms will be considered to be consecutive unless a period of at least two years has

elapsed between them when the person was not a Director. For the purposes of applying this bylaw to Directors in office at the end of the day on December 31, 2010 who are serving or have served terms as Directors of greater than two years, those terms will be treated as two year terms.

5.4 An individual shall cease to be a Director:

- (a) by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
- (b) on his or her death;
- (c) on his or her ceasing to be a Member;
- (d) on being removed as a Director by Special Resolution; or
- (e) on being absent from 3 consecutive meetings of the Board without permission from the Board.

5.5 The Board may appoint a Member as a Director to fill a vacancy in the Directors. A Director so appointed holds office until the next annual general meeting.

5.6 An election by the Board or at a general meeting may be by acclamation; otherwise it shall be by ballot.

5.7 Subject to bylaw 5.4, if no successor is elected the person previously elected or appointed continues to hold office.

5.8 The Board may exercise all the powers and do all the acts and things that 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 a general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Society;
- (b) the constitution of the Society and these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.

5.9 The fiscal year end of the Society shall be March 31 or, if the Board fixes a different fiscal year end, the fiscal year end fixed by the Board.

5.10 No rule, made by the Society at a general meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.

5.11 Except as otherwise determined by Special Resolution, the number of Directors shall be no less than six, and no greater than sixteen. However, commencing on the date of the first annual general meeting in 2017, and except as otherwise determined by Special Resolution, the number of Directors shall be no less than six, and no greater than fourteen.

5.12 A Director shall be a Member or the authorized representative of a corporate Member. A Director ceases to hold office upon ceasing to be a Member or an authorized representative of a corporate Member.

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

5.14 The Members may by Special Resolution remove a Director before the expiration of the Director's term of office and elect a successor to complete the term of office. The notice of Special Resolution for removal shall be accompanied by a brief statement of the reason or reasons for the proposed removal. The Director who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.

5.15 No Director shall be remunerated for being or acting as a Director or Officer but, subject to a Director obtaining the approval of two other Directors, a Director shall be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

5.16 Each Director shall unreservedly subscribe to and support the purposes of the Society.

5.17 Each Director has a duty to keep the business and affairs of the Society confidential unless the Board authorizes a particular business or affair to be made public.

PART 6 – PROCEEDINGS OF DIRECTORS

6.1 The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

6.2 The quorum for a meeting of the Board is 51% of the current appointed Directors.

6.3 The Chairperson shall act as chairperson of all meetings of the Board, but if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chairperson shall act as chairperson; but if neither is present the Directors present may choose one of their number to be chairperson of that meeting.

6.4 A Director may at any time, and the Secretary, on the request of a Director, shall convene a meeting of the Board.

6.5 Subject to bylaw 6.6, seven days written notice of a meeting of the Board shall be given to each Director, which written notice may be by way of email to an email address supplied by a Director.

6.6 No formal notice is required if all Directors:

- (a) were present at the preceding meeting when the time and place of the meeting were determined;

- (b) are present at the meeting;
- (c) waive notice of the meeting in writing; or
- (d) give a prior verbal or written waiver (which may be provided by email) to the Chairperson or another Officer.

6.7 Questions arising at a meeting of the Board or committee of the Board shall be decided by a majority of votes.

6.8 A resolution proposed at a meeting of the Board or committee of the Board must be seconded, and the person chairing the meeting may move or propose a resolution or second a resolution moved or proposed by another Director.

6.9 Voting shall be by a show of hands unless otherwise determined by the Board.

6.10 In case of an equality of votes the person chairing the meeting does not have a second or casting vote in addition to the vote to which he or she may be entitled as a Director and the proposed resolution shall not pass.

6.11 A resolution in writing, signed by 75% of the Directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board. For the purposes of this bylaw 6.11, a Director will be considered to have signed a resolution if an e-mail communication is received by the Secretary from the email address specified by the Director for communications with the Society indicating the Director's assent to the resolution.

6.12 The Board or any committee of the Board may conduct a meeting by telephone conference call or a similar communication device or other electronic communication method, and take a vote by means of a telephone poll or electronic poll. Any business conducted at any such telephone electronic meeting shall forthwith be reduced to written minutes by the Secretary or other designated Officer or Director and circulated to the Directors participating in a telephone or electronic meeting for approval. Any resolution passed at any such meeting is valid and of full force and effect notwithstanding that it has not been reduced to writing as aforesaid.

PART 7 – COMMITTEES

7.1 The Board may establish committees to assist it in achieving the purposes of the Society.

7.2 The Board may delegate any, but not all, of its powers to committees consisting of one or more Directors as it thinks fit.

7.3 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall 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 directs.

7.4 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed by the rules set out in these bylaws governing proceedings of the Board after any necessary changes have been made.

7.5 A committee may consist of both Directors and non-Directors. However, only a Director may be the chairperson of a committee and only Directors are entitled to vote on committee matters.

7.6 A committee must elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chairperson of the meeting.

PART 8 – HONORARY MEMBERS

8.1 The Board may appoint prominent persons and officeholders to be Honorary Members of the Society. The number of Honorary Members and the terms of their appointment shall be determined by the Board.

8.2 The Honorary Members shall not have any legal powers to direct the acts and operations of the Society.

PART 9 – ELECTION AND DUTIES OF OFFICERS

9.1 The officers of the Society shall be the Chairperson, Vice-Chairperson, Secretary and Treasurer (or Secretary-Treasurer), who shall be elected by the Board from its own membership at the first Board meeting immediately following an annual general meeting for a term ending at the time of the first Board meeting immediately following the next annual general meeting, together with any other officers who may be elected by the Board at such time or from time to time from among its membership. Until the first election of officers under this bylaw, the officers of the Society will be those individuals holding officer positions at the end of the day on December 31, 2010 and any successor officers who may be elected in accordance with bylaw 9.2.

9.2 Should any Officer position become vacant due to resignation, removal, death or other reason prior to the expiry of the term of that position, the Board must as soon as practicable elect a Director to fill the vacant position.

9.3 The Chairperson shall chair all general and Board meetings attended by the Chairperson. At the direction of the Board, the Chairperson shall supervise the other Officers in the execution of their duties.

9.4 The Vice-Chairperson shall carry out the duties of the Chairperson during the Chairperson's absence.

9.5 The Secretary, or other Officer or Director designated by the Board, is responsible for ensuring that necessary arrangements are made for:

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

9.6 The Treasurer, or other Officer or Director designated by the Board is responsible for ensuring that necessary arrangements are made for:

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

9.7 In the absence from a meeting of the Secretary, the Board shall appoint another person to keep minutes at the meeting if no recording secretary has been appointed under bylaw 9.8 and is in attendance.

9.8 The Board may appoint a person, who need not be a Director, as recording secretary to assist the Secretary in performance of the Secretary's duties.

9.9 A Director may be removed as an Officer by a resolution passed at a meeting of the Board by a majority of not less than 75% of the Directors present.

9.10 An Officer shall be a Director. An Officer ceases to hold office upon ceasing to be a Director.

9.11 The Secretary and Treasurer shall permit any Director to inspect the books and records at all reasonable times.

9.12 The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.

PART 10 – CHIEF EXECUTIVE OFFICER AND OTHER EMPLOYEES

10.1 The Board shall appoint a Chief Executive Officer of the Society to be responsible for the day-to-day activities of the Society under the general supervision of the Board.

10.2 The Board shall determine the remuneration and other terms and conditions of employment for the Chief Executive Officer.

10.3 Subject to any directions by the Board, the Chief Executive Officer may appoint other employees of the Society as deemed necessary to carry out the purposes of the Society and may determine their remuneration and other terms and conditions of their employment.

10.4 A Director is not eligible to be appointed as an employee of the Society including as Chief Executive Officer.

PART 11 – INVESTMENTS

11.1 In investing the funds of the Society, the Board must only make investments as permitted under the provisions of the *Trustee Act* respecting the investment of trust property by a trustee.

11.2 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, fund, property, trust, contract, agreement or benefit.

11.3 The Board may delegate its powers and duties with respect to investment of funds of the Society to one or more of the following:

- (a) a committee of the Board;
- (b) one or more investment counsel; and
- (c) a trust company authorized by law to perform such functions;

to the extent that a prudent person might delegate such powers and duties in accordance with ordinary business practice. Subject to the provisions of the *Society Act*, and the *Societies Act* upon the *Societies Act* coming into force, no Director shall be personally liable for any loss or damage arising in any manner by reason of such delegation provided always that the Board shall exercise prudence in the selection and supervision of a delegate or delegates, as the case may be.

PART 12 – SEAL

12.1 The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

12.2 The common seal shall be affixed only in the presence of any two Directors.

PART 13 – BORROWING

13.1 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 the manner it decides, but the

Board shall not issue loan security charging all the assets and undertaking of the Society without the sanction of a Special Resolution.

13.2 The Members may by Special Resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next annual general meeting.

PART 14 – AUDITOR

14.1 The Society shall have an auditor, qualified as described in sections 42 and 43 of the *Society Act*, or as described in the *Societies Act* upon the *Societies Act* coming into force, to audit the annual financial statements of the Society in accordance with generally accepted auditing standards.

14.2 At each annual general meeting, the Society shall appoint an auditor to hold office until re-appointed or a successor is appointed at the next annual general meeting.

14.3 The Board may fill any vacancy occurring in the office of auditor between annual general meetings that may be created by resignation, removal, death or otherwise.

14.4 The Board may set the remuneration of an auditor appointed under either bylaw 14.2 or 14.3.

14.4 An auditor may be removed by Ordinary Resolution or, if the auditor is not or ceases to be qualified as described by sections 42 and 43 of the *Society Act*, or as described in the *Societies Act* upon the *Societies Act* coming into force, by the Board.

14.5 An auditor shall be promptly informed in writing of appointment or removal.

14.6 The auditor may attend general meetings.

PART 15 – NOTICES TO MEMBERS AND DIRECTORS

15.1 A notice may be given to a Member or Director, either personally or by mail to such Member or Director at the person's Registered Address, or via electronic means to the person's email address, so long as the email address has been provided by the person for the purpose of receiving notices from the Society.

15.2 A notice sent by mail shall be deemed to have been given on the second business day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle with adequate postage affixed. A notice sent by email is deemed to have been given on the day that the notice is emailed if sent before 4:00 pm local time on a business day and on the next following business day if sent on or after 4:00 pm local time on a business day or on a day that is not a business day, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and sent and that no return email was received indicating that the notice was undeliverable. In this bylaw, "business day" means any day other than a Saturday, Sunday or statutory holiday in British Columbia.

15.3 Notice of a general meeting shall be given to:

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

15.4 No other person is entitled to receive a notice of general meeting.

PART 16 – INDEMNIFICATION

16.1 Subject to the provisions of the *Society Act*, or the *Societies Act* upon the *Societies Act* coming into force, each officer, director, employee or agent of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being, or having been an officer, director, employee or agent of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer, director, employee or agent. “Derelict” shall mean grossly negligent, criminally negligent, intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

16.3 The Society may purchase and maintain insurance for the benefit of any or all directors, officers, employees or agents against personal liability incurred by such person or persons as a director, officer, employee or agent.

PART 17 – BYLAWS

17.1 On being admitted to membership, each Member is entitled to and the Society shall give him or her, without charge, a copy of the constitution and bylaws of the Society.

17.2 These bylaws shall not be altered or added to except by Special Resolution.

17.3 The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purpose. No director of the Society shall be paid any remuneration for services rendered to the Society but may be paid his/her expenses in acting as a director. This provision was previously unalterable.

17.4 In the event of dissolution or winding-up of the Society, any remaining assets of the Society, after payment of its liabilities, shall be transferred in equal shares to the United Church of Canada to be applied as the Victoria Presbytery or its successor, in its full discretion, think fit, and to the society called The Upper Room or its successor. Should either entity, or a successor, not exist at the time of dissolution or winding-up, the share of the remaining assets which would have gone to the now non-existent entity or entities shall be transferred or conveyed to a charitable organization or organizations, registered as such under the *Income Tax Act* (Canada), selected by special resolution of the membership of the Society as likely to achieve purposes similar to those of the Society. This provision was previously unalterable.

17.5 Without limiting the generality of clause 17.3 of these Bylaws, the Society shall not dispose of its assets to a member of the Society without receiving full and valuable consideration. This provision was previously unalterable.

PART 18 – EFFECTIVE DATE

18.1 Effective on September 20, 2017, these bylaws repeal and replace the bylaws of the Society in effect immediately prior to that date.

18.2 Nothing in these bylaws affects the validity of anything done prior to September 20, 2017 that was validly done in accordance with the bylaws then in effect.