


CAROL PREST

BYLAWS OF PACIFIC ASSISTANCE DOGS SOCIETY

(the "Corporation")

The By-laws of the Corporation are enacted as follows:

1. Definitions

In these bylaws the words and meanings set out immediately below will govern and universally apply notwithstanding; whether the word may be capitalized within these bylaws, unless the context otherwise requires the following definitions will apply:

"Act"

means the Canada Not-For-Profit Corporations Act, S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles"

means the Corporation's original articles, the restated articles of incorporation or articles of amendment, amalgamation, continuance (transitioned), reorganization, arrangement or revival of the Corporation as may be in effect at the material time;

"Board"

means the board of directors of the Corporation and "director" means a member of the board;

"Bylaws"

means these bylaws and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;

"Special Meeting Of Members"

includes an annual general meeting ("AGM") of members or a special meeting of members entitled to vote at the AGM of Corporation members;

"Ordinary Resolution"

means a resolution passed by a majority of not less than a simple majority of affirmative votes meaning 50%+1 of the votes cast on the tabled resolution;

"Meeting Of Members"

includes an annual general meeting of members or a special meeting of members;

"Proposal"

means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations"

means the regulations made under the Act, as amended, restated or in effect from time to time;

"Residual Funds and Capital Assets"

means the net assets which remain after payment of all costs, charges, and expenses, and properly accounting for all contingent liabilities of the Corporation including those which are properly incurred in the winding-up or dissolution of the Corporation the "Residual Funds and Capital Assets" as described in section 48.0; and

"Special Resolution"

means a resolution passed by a majority of not less than two- thirds (2/3) affirmative votes of the votes cast on the resolution in question.

2. Interpretation

In the interpretation of these bylaws, words in the singular include the plural and vice- versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.

3. Corporate Seal

3.1 Who May Attest Seal

The Corporation's seal, if any, must not be impressed on any record except when that impression is attested by the signature or signatures of any two (2) directors, or any officer together with any one (1) director, or any one (1) or more directors or officers or persons as may be determined by an ordinary resolution of the directors.

3.2 Sealing Copies

For the purpose of certifying under seal a true copy of any resolution or other document, the seal, if any, must be impressed on that copy and, despite Article 3.1 may be attested by the signature of any director or officer. Despite the foregoing and Article 3.1, the seal of the Corporation, if any, may, if directed by the directors, be reproduced on any document by any means and in any form other than an impression thereof and the directors may authorize the seal, if any, to be impressed by third parties on share certificates or bonds, debentures or other securities of the Corporation as they may determine appropriate from time to time.

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may, from time to time, direct the manner in which a board delegated and authorized person, or persons, may execute a particular document or type of document on behalf of the board and Corporation. Any person authorized to execute any document may affix the corporate seal (if any and if required) to the document. Any signing officer of the Corporation may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

5. Financial Year

The date of the Corporation's financial year-end shall be determined, or re-affirmed, and declared by the board on an annual basis at the time of the AGM in the ordinary course, or special general meeting as may be necessary.

6. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other financial institution or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and other persons duly authorized, appointed, and directed for such purposes by the board by way of a board resolution.

6.1 Borrowing Powers

The directors of the Corporation may, without prior authorization of the members, borrow money on the credit of the Corporation; issue, re-issue, sell, pledge or hypothecate debt obligations of the Corporation; give a guarantee on behalf and mortgage, hypothecate, pledge or otherwise create a security interest in all or any forms of property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation. Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

7. Annual Financial Statements

The Corporation shall make available to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or provide a copy of a publication of the Corporation reproducing pertinent information contained in the documents.

8. Membership

8.1 Conditions

Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member of the Corporation has been approved by the board of directors of the Corporation by a simple majority vote.

Each member shall be entitled to receive notice of, attend, and have one vote per tabled resolution at all meetings of the members of the Corporation.

Subject to a decision by the Directors to exempt a condition, each person who applies for membership in the Society must apply to the Directors for Membership in the Society with:

1. Application to be written and in a form approved by the Board;
2. include the full name, address, email, and phone number of the applicant;
3. have executed a Declaration of Values and Code of Conduct, the form of which may be determined by the Members from time to time;
4. have paid the prescribed Membership Fee to the Society or have had their Membership Fee waived under these Bylaws;
5. not have been engaged by the Society, as an employee or contractor, and not have been an employee or a contractor employed by the Society for or during a period of 12 months following termination of their Membership; and,

6. not be the spouse or common-law partner of a person engaged by the Society, as an employee or contractor, and not have been an employee or a contractor employed by the Society for or during a period of 12 months following termination of their employment or contract.
7. Members must be an individual who is at least nineteen (19) years of age.
8. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the bylaws if those amendments affect either membership rights or membership conditions or both as described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

If the Directors decide to accept a person's application, subject to the conditions determined by the Bylaws and further decision by the Directors made under these Bylaws, then that person will be a Member.

8.2 Types of Membership

There will be four (4) classes of Membership, as follows:

1. "Adult Member" is a natural person over the age of 19 years of age; and
2. "Senior" or "Disability"
3. "Family" (with a maximum of two {2} members and two {2} votes)
4. "Honorary Member" (no fee non-voting)

"Honorary Member" is a notional title bestowed through the Corporation's board on persons whom the Corporation intends to acknowledge for meritorious acts in furtherance of the Corporation's charitable objectives.

For all material purposes, honorary members do not have any rights and obligations in respect of corporate governance. Honorary Members may apply to the board to become regular members of the Corporation in the same manner as all other persons.

8.3 Membership Transferability

Membership is not transferable.

8.4 Membership Dues

Members shall be notified in writing of the annual membership dues payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the member in default shall automatically cease to be a member of the Corporation subject to re-instatement in the unfettered and absolute discretion of the board.

8.5 Termination of Membership

As a fundamental condition to membership in the Corporation, members must agree to further the charitable purposes (objects) of the Corporation as set out in these bylaws and the Corporation's articles and to act in the best interests of the Corporation at all times and shall not act in conflict of the Corporation's objectives.

Membership in the Corporation is deemed to be terminated when:

1. the member dies, resigns, or no longer has legal capacity;
2. the member is expelled, or their membership is otherwise terminated in accordance with the Corporation's articles and these bylaws;
3. the member's term of membership expires; or
4. the Corporation is liquidated and dissolved under the Act.

8.6 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

8.7 Membership Terms

Membership term is for one (1) year with annual renewal application and fees due 30 days prior to the Corporation's AGM.

8.8 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

1. violating any provision of the articles, bylaws, or written policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; and
3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

Any member may be required to resign with membership in the Corporation thereby terminated.

A member whose membership has been terminated by the board is entitled, but not obligated, to speak solely to the membership termination issue for no more than 15 minutes at the next AGM and to request a special vote of members attending the AGM to affirm or reject the board's decision to end the terminated member's membership.

A vote to reject the board's termination of membership decision requires at least a three-quarters (3/4) majority of the members at the particular AGM to vote in support of re- instatement of the terminated member's membership to reverse and override the board's decision.

In any event, a member's duty of confidence to the Corporation shall continue indefinitely and all of the Corporation's property, including information and other intangible property, in the possession or control of an expelled member shall be returned to the Corporation forthwith following the board and Corporation's final decision.

9. Meeting of Members

9.1 Notice of Members Meeting

Notice of any General Meeting including time, place and general business of a meeting of members shall be given at least 14 days in advance of the meeting.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Notice Delivery by Electronic Means

Provided a member has provided electronic contact information, the Corporation and its board of directors may give notice to members who have consented to receive notice by electronic means to the most recent electronic address (email) provided by the member as recorded in the Corporation's central directory of members' profiles. The Corporation is not obligated to re-affirm a member's contact particulars and may rely on its member registry as at the date a notice is sent.

Notice Errors and Omissions Excepted

No error or omission in giving notice of any annual, any other special meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken and any member may at any time waive notice of

such meeting and may ratify, approve, and confirm any or all proceedings taken at the meeting in question. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address and contact information of the member, director or officer shall be the member's last recorded address and particulars in the records of the Corporation.

9.2 Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by ballot (proxy) provided such proxy voting has been authorized and submitted in accordance with the form the Board from time to time prescribes.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

9.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

9.4 Business Transacted at Annual Members' Meetings

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the audited financial statements and the report of the auditors shall be presented, and auditors shall be appointed for the ensuing year. The Members may consider and transact any business, either special or general, at any meeting of the members. The board of directors and any one of the Corporation's officers shall have power to call, at any time, a general meeting of the members of the Corporation. The board of directors shall call a special meeting of members on written requisition of members in accordance with Bylaw 13.0.

9.5 Responsibilities of the Auditor

The auditor of a society must:

- a. prepare for the members of the society a report on the financial statements that are to be presented to the members at an annual general meeting, and
- b. state in the report referred to in paragraph (a) whether, in the auditor's opinion, the financial statements
 - fairly reflect, in all material respects, for the period under review, the financial position of the society and the results of its operations,
 - were prepared in accordance with generally accepted accounting principles, and
 - in the case of financial statements other than the first financial statements, were prepared on a basis consistent with the basis on which the financial statements that related to the preceding period were prepared.

If an opinion given by an auditor in a report made under subsection (a) is subject to qualification, the auditor must state, in the report, the reasons for the qualification.

9.6 Place of Members' Meeting

Subject to compliance with the Act, section 159, meetings of the members may be held at any place within Canada determined by the board. If the meeting is to be held in a virtual environment (entirely electronically), meaning by teleconference or over the Internet, the virtual meeting shall be deemed to have occurred at the

Corporation's head-office and is only valid so long as all participants can adequately communicate with one-another throughout the meeting.

9.7 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, meaning members in good standing or whose issue in dispute is tabled for discussion at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Corporation to be present at the meeting. Any other person may be admitted but only on the invitation of the chair of the meeting, or by ordinary resolution of the members, or the board.

9.8 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be the greater of: (a) five (5) members entitled to vote at the meeting or (b) 10% of the Corporation's members entitled to vote at the meeting.

For example, if the Corporation were to have 100 members, then a quorum for a members' meeting would be at least 10 voting members in attendance at the start of the meeting; if the Corporation were to have 20 members, then a quorum for a members' meeting would be at least 5 voting members in attendance at the start of the meeting.

If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, including voting, even if a quorum is not present throughout the meeting until the end.

9.9 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast. In case of an equality of votes (a tie in votes) either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote if necessary to break the voting dead-lock tie.

Members must be physically present to cast a valid vote at a members' meeting unless the board has earlier approved proxy voting for the particular members' meeting.

10. Election of the Board of Directors

10.1 Proposals Nominating Directors at AGMs

Any member who wishes to stand for election to the board shall signify in writing the intention to the existing board of the Corporation no less than 30 calendar (30) days in advance of the next AGM at which the board election shall be held. The board shall convey all such names received to the membership in writing such that the nominee director names are distributed as part of the materials provided to members as notice to the AGM.

Subject to the Regulations under the Act, any member who is entitled to vote and in attendance at an AGM, may nominate from the floor at an AGM an existing member in good standing for election as a director of the Corporation's board, provided that the proposed director is in attendance and is supported by no less than 1/3 of the members in attendance at the AGM who are entitled to vote.

10.2 Number of Directors and other qualifying criteria for Directors

The property and business of the Corporation shall be managed by a board of directors comprised of seven (7) directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors .

Each Director elected will have a three-year term. One third of the Directors, or so near as to one third as is reasonably feasible, must be elected at each General Meeting. At the adjournment of the General Meeting, so nearly as is reasonably feasible, one half of the Directors must have remaining terms of two years, and one half of the Directors must have remaining terms of one year.

A Director may be elected to a term of one (1) year so as to comply with this bylaw, to a maximum of two (2) one-year terms or five (5) consecutive years to ensure terms are staggered and the Corporation has continuous transfer of knowledge.

Directors must be individuals, at least 19 years of age, with power under law to contract; and be members in good standing of the Corporation at all times.

Volunteers supporting the Corporation may be considered for Director positions, once they are no longer Active Volunteers. Should they wish to remain Active Volunteers, they may be considered for positions on Board Committees.

10.3 Directors Term of Office and Removal

At the Corporations' AGM, the Corporation 's directors shall be elected by members to hold office as a director of the Corporation's board for one (1) three-year term commencing immediately after the conclusion of the current AGM and expiring no later than the close of the Corporation's next AGM following the board election, by members, apart from the board, in its discretion, appointing directors to fill board vacancies in the interim between AGMs.

The office of director (and all other offices held) shall be automatically vacated:

- a. if, at a special general meeting of Members, a resolution is passed by a two-thirds (2/3) majority of the votes cast in favour of the removal of the director;
- b. if a director has resigned his office by delivering a written resignation to the secretary of the Corporation;
- c. if the director is found by a court to be of unsound mind;
- d. if the director becomes insolvent or suspends payments with his creditors; or
- e. on death; and

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote may appoint and fill the vacancy with a Member of the Corporation until the close of the next AGM.

A retiring director shall remain in office until the dissolution or adjournment of the AGM at which his retirement is accepted and his successor is elected.

11. Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

11.1 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of these bylaws to every director of the Corporation no less than (3) three days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

11.2 Regular Meetings of the Board of Directors

The board may appoint a day, or days, in any month, or months, for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

11.3 Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a simple majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote to break the tie.

A director who has an interest in a contract or transaction with the Society will be restricted from being included in a quorum requirement at a Directors' meeting at which this contract or transaction is approved.

11.4 Quorum of Director's Meetings

The quorum for the transaction of business at a director's meeting is 4 voting members.

11.5 Absentee Director Proxy Votes at Board Meetings

Directors who are physically absent from a board of director's meeting may vote by proxy provided that the proxy vote of the absentee director conforms to the prescribed form and manner as the board may earlier establish by policy from time to time.

12. Corporate Officers

12.1 Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not, be a director unless otherwise provided by these bylaws. The same person may concurrently hold two or more offices of the Corporation.

If designated by appointment or election, the Corporation's officers will hold office for a term expiring upon the end of the next AGM.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or Chair requires of them. The board may from time to time and subject to the Act, vary,

add to or limit the powers and duties of any officer as may be necessary and prudent in the board's collective judgment.

Subject to the Act and ensuring continued compliance of the Corporation's "charitable status" and the requirements of the Canada Revenue Agency Charities Directorate and provisions of these Bylaws, Officers may receive reimbursement of expenses incurred in carrying out duties of office but in no event may any form of compensation be provided for performance of duties as a director.

12.2 Description of the Corporation's Offices (Corporate Officers)

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, shall have the following respective duties and powers associated with their positions:

- **Chair** - The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- **Vice-Chair** - The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- **Secretary** - If appointed, the secretary shall attend and be the Corporation's secretary officer for all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- **Treasurer** - If appointed, the treasurer shall have such powers and duties as the board may specify from time to time and act as the Corporations' financial officer.

12.3 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

1. the officer's successor being appointed;
2. the officer's resignation;
3. such officer ceasing to be a director (if a necessary qualification of appointment); or
4. such officer's death.

If an office of any officer of the Corporation becomes vacant, the directors may, by resolution, appoint a person in the interim to fill such vacancy until expiry of the prior office holder's term.

13. Members Requisition Calling a Members' Special Meeting of the Corporation

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of no less than the greater of: (a) five (5) members or (b) 25% of the Corporations' members entitled to vote at the material time.

For example, if the Corporation were to have 100 members, then a members' requisition for a member special meeting would require at least (no less than) 25 voting members to sign the requisition in support being 25% which is greater than 5 members.

If the directors do not call a meeting within twenty-one (21) calendar days of receiving the member's requisition, any member who signed the requisition may call the meeting.

13.1 Cost of Publishing Proposals for Member Called Meetings

The member who submitted the proposal may, in the board's discretion, be required to pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

13.2 Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of the members present to chair the meeting.

14. Power of Board to Further the Corporation's Charitable Objects (Purposes)

The board of directors is authorized and shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

The board of directors 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 by the board of directors at the time of such appointment.

15. Committees of the Board of Directors

Committees created and delegated with a mandate by the board may be composed of directors and other members in any combination.

16. Indemnification of Corporation's Directors and Officers

Provided that the board of directors has validated and substantiated by demonstrable evidence that the prospective Corporation's Director or Officer (the "Indemnitee") claiming indemnification from the Corporation has reasonably acted within the scope of the indemnitee's prescribed duties, in good faith and in the best interests of the Corporation at all material times, then:

- a. Every director and officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, including any affiliated company the Corporation may control, and the indemnitees' heirs, executors, and administrators, estate and effects, respectively, shall from time to time and at all material times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- b. all costs, charges and expenses which such director, officer or other
- c. person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the director or officer in respect of any such liability, in or about the execution of the duties of serving in the Corporation's office;
- d. all other costs, charges and expenses which the indemnitee sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, expenses, injury, loss and damage as are occasioned and arise by the indemnitee's own willful neglect, intentional default, or gross negligence; and
- e. the Corporation is only obligated to indemnify the indemnitee up to
- f. \$25,000 (the "Cap") unless the Corporation's board votes in favour of exceeding the Cap in the board's unfettered discretion.

17. Insurance

On an annual basis, the board will review the Corporation's current and anticipated activities and procure third party liability insurance and insurance for employees and volunteers, to the extent that the board deems prudent in the circumstances.

The board will also annually procure third party insurance coverage of errors and omissions of the Corporation's directors and officers.

18. Methods of Giving Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the bylaws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) ;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic or other form of electronic communication at such person's last recorded address in the Corporation member's registry for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address (whether geographic or electronic) as aforesaid; and a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch .

The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to these bylaws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

19. Participation by Electronic Means at Members' Meetings

If the Corporation, through its board resolving and adopting such a policy, chooses to make available a telephonic, electronic or other communication facility that permits all participants of the any Corporation's meeting(s) to communicate and participate adequately with each other during a meeting of members, (means the member must be heard and hear all other meeting participants) any person entitled to attend such meeting may participate in the meeting by means of such telephonic , electronic or other communication facility in the manner provided by the Act.

A person may participate in meetings by electronic means, provided only if the board has given its prior authorization and consent, and if permitted, such a member is deemed to be present at the meeting.

Notwithstanding any other provision of these bylaws, any person participating in a meeting of members pursuant

to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

20. Inspection of records

A member may, without charge, inspect a public record of the society under section 20(1) of Society Act.

If a member wishes to view a record, written request is required and the document will be forwarded no later than 14 days after receipt of the request and payment of a fee, if any is identified.

The directors may, by directors' resolution, restrict, as set out in subsection (2), the members' rights to inspect the society's register of members or "in camera" meetings if the directors are of the opinion that the inspection would be harmful to the society or to the interests of one or more of its members.

21. Invalidity of any Provisions of these By-laws

The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of the remaining provisions of these bylaws.

22. By-laws and Effective Date

Subject to the Act and articles, the board of directors may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation. Any such bylaw, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the bylaw, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The bylaw, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such bylaw amendments or repeals are only effective when confirmed by members.

23. Dissolution of the Corporation

Upon winding-up or dissolution of the Corporation, the net assets which remain after payment of all costs, charges, and expenses, and properly accounting for all contingent liabilities of the Corporation including those which are properly incurred in the winding-up or dissolution (collectively, the "Residual Funds"), shall be distributed.

In any event, the Residual Funds must be distributed to one or more "qualified donees", as defined in the *Income Tax Act* (Canada) s. 248(1) and subject to any conditions imposed on the Corporation by externally restricted funds that may comprise a portion of the Residual Funds, including:

British Columbia Gaming Commission Funds

The portion of the Residual Funds secured through funding from the British Columbia Gaming Commission shall be distributed to qualified donees in British Columbia having a reasonably similar charitable purpose(s) as the Corporation as may be determined by the board and approved by the members of the Corporation by a simple majority at the time of winding-up or dissolution of the Corporation. This provision is unalterable.

Alberta Gaming and Liquor Commission (AGLC)

The portion of the Residual Funds secured through funding from the Alberta Gaming and Liquor Commission shall be distributed to qualified donees in Alberta having a reasonably similar charitable purpose(s) as the Corporation as may be determined by the board and approved by the members of the Corporation by a simple majority at the time of winding-up or dissolution of the Corporation. This provision is unalterable.

Other Province's (Non-BC, Non-Alberta) Gaming Commission Funds

The portion of the Residual Funds secured through the activities of the Corporation through gaming authorities of other Canadian jurisdictions outside British Columbia and Alberta shall be distributed to qualified donees but only within the jurisdiction from which the gaming funds were derived as seen fit by the board and approved by the members of the Corporation by a simple majority at the time of winding-up or dissolution . This provision is unalterable.

24. Effective Date

Subject to matters requiring a special resolution of the members to ratify adoption of these bylaws and any other corporate action, these bylaws shall be of effect when made and certified by approval of a resolution of the board as set out below.

CERTIFICATION

HEREBY CERTIFIED to be the enacted By-laws of the Corporation, ratified and approved by the directors of the Corporation by resolution on the 13 day of November, 2019;

Ratified and approved by the members of the Corporation by special resolution at a duly convened special meeting (AGM) held on the 27 day of November, 2019.