


CAROL PREST

SALT SPRING NATIONAL ART PRIZE SOCIETY

BYLAW: Number 1





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SOCIETY**

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IT IS HEREBY ENACTED as a bylaw of the Society as follows:

ARTICLE 1: INTERPRETATION

1.1 **Definitions.** In this Bylaw, unless the context otherwise requires:

- (a) **“Board”** means the Directors, who together comprise the board of directors of the Society.
- (b) **“Bylaw”** means this bylaw.

- (c) **“Conflict of Interest”** is whenever the duty of a Director to act in the best interests of the Society may be compromised directly or indirectly by pursuit of the Director’s own personal interests or those of someone with whom the Director has a business, family or personal relationship with and/or if the Director’s loyalties are divided. Conflict of interest encompasses all related statutory and common law concepts, including a failure to act independently, a failure to exercise free judgment and/or to act under bias.
 - (e) **“Constitution”** means the Society’s constitution.
 - (d) **“Director”** means a director on the Board of the Society.
 - (f) **“Member”** means a member of the Society and **“Membership”** has a corresponding meaning.
 - (g) **“Past President”** means the individual who is the immediately preceding president of the Society or if the immediately preceding president is unable or unwilling to undertake the position of past president, any past president selected by the Board providing that the subject appointee meets the qualifications which apply to Directors and providing that if no such past president is able or willing, the position shall be vacant;
 - (h) **“Societies Act”** means the *Societies Act* (British Columbia).
 - (i) **“Society”** means the Salt Spring National Art Prize Society.
 - (j) **“SSNAP Director”** means the individual appointed by the Board to oversee the artistic integrity of the operations of the Society and to undertake such other work from time to time as directed by the Board.
- 1.2 **Definitions in the Societies Act.** The definitions in the Societies Act apply to this Bylaw, unless the context otherwise requires.
- 1.3 **Plural.** Words that are in the singular form are deemed to include the plural form and vice versa.
- 1.4 **Include, Etc.** Whenever the words “include,” “includes” or “including” (or similar terms) are used they are deemed to be followed by the words “without limitation.”
- 1.5 **References to Legislation.** Any reference in this Bylaw to any legislation or any section or regulation thereof shall, unless otherwise expressly stated, be deemed to be a reference to such legislation, section, or regulation, as amended, restated, or re-enacted from time to time.
- 1.6 **Notice Periods.** Whenever a notice period is referred to, it shall be exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given.
- 1.7 **Severability.** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

ARTICLE 2: LEGAL FRAMEWORK

- 2.1 **Hierarchy.** In order of hierarchy, the legal framework for the Society, is as follows:
- (a) Law of the land.
 - (b) Constitution.
 - (c) Bylaws.
 - (d) Board policies.
 - (e) Operational policy.
 - (f) Contracts.
- 2.2 **Purposes.** The purposes of the Society shall be those as set out in the Constitution.
- 2.3 **Vision and Mission.** The vision and mission of the Society shall be within the scope of the purposes of the Society as contained in the Constitution.
- 2.4 **Conflicting Provisions.** In the event of a conflict between provisions at different levels of the legal framework hierarchy referred to in section 2.1 of this Bylaw, the provision at the highest level shall prevail.

ARTICLE 3: FISCAL AND ADMINISTRATIVE DETAILS

- 3.1 **Power Restrictions.** The Society shall have the capacity, rights, powers and privileges of an individual of full capacity, without any restriction.
- 3.2 **Activity Restrictions.** All the activities of the Society shall be in furtherance of its purposes as set out in its Constitution but otherwise the activities of the Society shall not be restricted except as set out in this Bylaw.
- 3.3 **Registered Office.** The registered office of the Society shall be on Salt Spring Island, British Columbia and at such place thereon as the Board may from time to time determine.
- 3.4 **Fiscal Details**
- (a) **Fiscal Year.** The fiscal year of the Society shall be January 1st to December 31st.
 - (b) **Investing.** The Society shall invest its funds as would a prudent investor.
 - (c) **Borrowing and/or Granting Security.** Any borrowing, granting of security, or issuance of evidence of debt obligations by the Society must be authorized in advance by special resolution.
 - (d) **Financial Statements.** The Board shall ensure at least annual preparation of financial statements for the Society and such level of review as is determined from time to time by the Membership.
- 3.5 **Execution of Instruments.**

- (a) **Default Signing Authorities.** Subject to section 3.5(b) of this Bylaw, contracts, instruments in writing and other documents requiring the signature of the Society, once approved by authorized approval authorities, may be signed by the President or Vice-President along with the Treasurer; all contracts, instruments in writing and other documents so signed shall be binding on the Society without any further authorization or formality.
 - (b) **Other Authorization.** The Board may at any time by resolution direct the manner in which and the person or persons by whom, any particular contract, instrument or other document or type of contract, instrument or other document may or shall be signed by the Society.
- 3.6 **Notices.** Unless otherwise required, any notice required to be given under the Societies Act, the Constitution, this Bylaw or otherwise by a Member, Director or senior manger shall be in writing and shall be delivered, mailed, or sent by electronic mail as follows:
- (a) delivered personally in which case it will be deemed to have been given on the date delivered;
 - (b) delivered to the person's address as recorded in the Society's records, in which case it will be deemed to have been given on the date delivered;
 - (c) mailed to the person's address as recorded in the Society's records by prepaid mail, in which case it will be deemed to be delivered five (5) days after the date of mailing; or
 - (d) sent to the person's address as recorded in the Society's records by electronic mail in which case it will be deemed to be delivered one (1) day after the date of transmittal.
- 3.7 **Transparency**
- (a) **Directors.** Directors shall be entitled to inspect at all reasonable times, all books, accounts, and records of the Society.
 - (b) **Members.** Members shall be entitled to inspect at all reasonable times, the books and records of the Society to which they are specifically entitled to inspect pursuant to the Societies Act.
 - (c) **Public.** The Society shall post the following on its website in a form which can be downloaded and printed and is available to the public.
 - (i) Constitution of the Society.
 - (ii) This Bylaw.
 - (iii) Annual reports including annual financial statements.
- 3.8 **Dissolution.** Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in winding up shall be distributed to such qualified donees within the meaning of the *Income Tax Act* (Canada) as may be determined by the Members at the time of winding up or dissolution.

ARTICLE 4: MEMBERSHIP

- 4.1 **Composition.** Membership shall, *ex officio* (automatically), consist of those individuals who are from time to time Directors.

- 4.2 **Rights.** In addition to any other rights set out in this Bylaw, Members shall have the following rights:
- (a) notice of all general meetings;
 - (b) attendance at all general meetings;
 - (c) participation at all general meetings in accordance with section 5.5 of this Bylaw; and
 - (d) participation in events, programs and services of the Society as determined from time to time by the Board.
- 4.3 **Obligations.** In addition to any other obligations set out in this Bylaw, Members shall have the following obligations:
- (a) supporting the purposes of the Society;
 - (b) paying such membership dues as may from time to time be determined by the Board;
 - (c) complying with this Bylaw, the Board's policies and the rules from time to time established by the Board or anyone authorized by the Board with respect to participation in the events, programs and services of the Society; and
 - (d) co-operation as reasonably requested by the Board in any conflict management efforts.
- 4.4 **Transferability.** Membership is not transferrable.
- 4.5 **Expulsion.** Members may be expelled by special resolution provided that the Society sends the subject Member written notice of the proposed expulsion including reasons therefor and gives the subject Member an opportunity to make representations regarding the proposed expulsion.
- 4.6 **Termination.** Membership terminates upon the occurrence of any one or more of the following:
- (a) subject Member ceasing, for whatever reason, to be a Director;
 - (b) if the subject Member gives notice of resignation in writing to the Society in which case resignation shall be effective upon receipt by the Society or at the time specified in the notice, whichever is later;
 - (c) upon expulsion pursuant to section 4.5 of this Bylaw; and/or
 - (d) the Member dies.

ARTICLE 5: GENERAL MEETINGS

- 5.1 **Calling.** Calling of general meetings shall be subject to and in accordance with the following:
- (a) **Annual General Meetings.** Excepting in the year of incorporation, the Board shall call an annual general meeting to be held in each calendar year.
 - (b) **Special General Meetings.** General meetings may otherwise be called by the Board or through requisition of the Members in accordance with the Societies Act.
- 5.2 **Location.** General meetings shall be held on Salt Spring Island, British Columbia and at such place thereon as the Board may from time to time determine or if the entire meeting is facilitated by way of a communication medium as contemplated by section 5.6(a), the meeting location may be virtual only and there need not be a physical location.
- 5.3 **Notice.** Notice of general meetings shall be subject to and in accordance with the following:
- (a) **Responsibility.** The Secretary shall give or cause to be given the required notice.

- (b) **Amount of Notice.** At least fourteen (14) days' but not more than sixty (60) days notice shall be given.
 - (c) **To Whom Given and Manner.** Notice shall be given to:
 - (i) each Member; and
 - (ii) the auditor if one has been appointed,
 in the manner specified in section 3.6 of this Bylaw.
 - (d) **Content.** Notice shall include the date, time and place, as well as an agenda describing the nature of the business to be transacted in sufficient detail to allow a Member to make a reasoned judgment concerning the business, including the text of any special resolutions to be considered.
 - (e) **Waiver.** General meetings may be held without notice if all the Members entitled to notice have waived in writing the notice, provided that attendance of any such person at a Members' meeting shall constitute a waiver of notice of the meeting except where such person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or held.
 - (f) **Evidence of Notice.** The statutory declaration of the Secretary that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice.
- 5.4 **Chair.** The President shall chair general meetings or if absent, unable or unwilling, the Vice-President, and in the absence, inability or unwillingness of both the President and Vice-President, the meeting shall choose an individual to act as chair. The chair shall:
- (a) establish and maintain order and decorum (civility and mutual respect) at the meeting;
 - (b) ensure the protocols with respect to general meetings as outlined in this Bylaw are followed;
 - (c) ensure balance in discussions in regard to: those entitled to participate (making sure everyone has an opportunity to contribute to the discussion), issues (making sure issues are explored fully), and time (making sure time is managed appropriately and the meeting proceeds within the scheduled time frames); and
 - (d) ensure clarity at the meeting through appropriate commentary and questions.
- 5.5 **Attendance and Participation.** The individuals listed below shall be entitled to attend general meetings and to the extent indicated below, participate as follows:
- (a) **Members.** Members shall be entitled to attend all general meetings and shall be entitled to participate thereat by being heard (verbally or in writing), debating and voting.
 - (b) **Auditor.** The auditor, if one has been appointed, shall be entitled to attend all general meetings and shall be entitled to participate by being heard (verbally or in writing) and to debate on any matter that concerns the auditor but shall not be entitled to vote.
 - (c) **Past President.** The Past President, if there is one, shall be entitled to attend all general meetings and shall be entitled to participate by being heard (verbally or in writing) and to debate but not vote.

- (d) **Invited Guests.** Invited guests shall be entitled to attend all general meetings on invitation of the President, the Board or with the consent of the meeting. Invited guests shall not be entitled to participate at general meetings by voting or debating but shall be entitled to participate by being heard (verbally or in writing), if recognized by the chair.

For greater clarity, if a person attends a general meeting in more than one capacity, such person shall enjoy the entitlements of all such capacities.

5.6 Method of Attendance.

- (a) **Communication Media.** Members and such other persons as are authorized by the Board may participate in general meetings by way of a communication medium that allows all persons participating in the meeting to communicate with each other, if so facilitated by the Society.
- (b) **No Proxy Holders.** Members shall not be entitled to appoint proxy holders or alternates.

5.7 Transaction of Business. Transaction of business at general meetings shall be subject to and in accordance with the following:

- (a) **Quorum.** A majority of Members shall form a quorum for the transaction of business at general meetings.
- (b) **Business.** The business at general meetings shall include the following:

(i) Annual General Meeting		
1.	Call to order.	
2.	Formalities.	Notice check (see section 5.3 of this By-law for notice requirements).
		Attendance check.
		Quorum check (see section 5.7(a) of this By-law for quorum requirements).
3.	Approval of invited guests, if approval required (see section 5.5(d) of this Bylaw).	
4.	Approval of agenda.	
5.	Minutes of the previous Members' meeting shall be read and if satisfactory, adopted.	
6.	The financial statements shall be presented along with the report of the auditors, if any.	
7.	Any proposals in accordance with the Societies Act.	
8.	Election of Directors for the ensuing year.	
9.	If required or otherwise desired, auditors or financial reviewers shall be appointed for the ensuing year.	
10.	Closing.	

(ii) Other General Meetings		
1.	Call to order.	
2.	Formalities.	Notice check (see section 5.3 of this By-law for notice requirements).
		Attendance check.

		Quorum check (see section 5.7(a) of this By-law for quorum requirement).
3.	Approval of invited guests, if approval required (see section 5.5(d) of this By-law).	
4.	Approval of agenda.	
5.	Business as outlined in the notice of meeting.	
6.	Closing.	

(c) **Debate and Decorum.**

- (i) No attendee shall speak:
 - (1) Unless entitled and recognized by the chair.
 - (2) To a question at any one time for longer than three (3) minutes.
 - (3) If to do so would interrupt an individual who is speaking, except to raise a question of privilege or point of order.
- (ii) Attendees shall obey any proper direction of the chair.

(d) **Voting.** Members shall have voting entitlements subject to and in accordance with the following:

- (i) Each Member shall be entitled to one vote on each question arising at any general meeting. For greater clarity, if the chair is a Member, he or she, in his or her capacity as a Member, shall be entitled to vote.
- (ii) In the event of a tie, the chair shall not have a second or casting vote.
- (iii) Every question shall be decided by a majority of the votes of the Members unless otherwise required.
- (iv) Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. If a poll be demanded and not withdrawn, the poll shall be taken in such manner as the chair shall direct.
- (v) A declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

5.8 **Minutes.** The Secretary shall keep or cause to be kept minutes of all general meetings, which shall include the following:

- (a) name of the Society;
- (b) date, time and place of meeting;
- (c) attendance at the meeting;
- (d) precise wording of all motions, but not the mover or seconder;
- (e) whether the motion is carried, but not the number of votes for and against or which Member voted which way; and
- (f) any objections or dissent requested by the maker to be put on record, but otherwise shall not attribute specific comments to specific individuals.

5.9 **Resolutions in Writing Instead of Annual General Meeting.** The Membership may pass resolutions without an annual general meeting, if all the Members consent, in writing, to all resolutions required to be passed at an annual general meeting. For greater clarity, without limiting the generality of the foregoing, such resolutions may be passed by way of counterpart e-mails.

ARTICLE 6: DIRECTORS AND THE BOARD

- 6.1 **Role of the Board.** The Board is responsible to ensure the good governance of the Society and shall be subject to applicable law, the Constitution and this Bylaw manage or supervise the management of the activities and internal affairs of the Society.
- 6.2 **Board Composition.** The Board shall be composed of:
- (a) no fewer than six (6) and no more than eleven (11) elected Directors and such specific number within that range as from time to time determined by the Membership; and
 - (b) ex officio (automatically), the *SSNAP Director*, providing that a majority of the Directors shall have their primary residence on Salt Spring Island, British Columbia.
- 6.3 **Qualifications of Individual Directors.** Each Director shall:
- (a) at the time of election be or become a Member and maintain Membership throughout his or her term;
 - (b) at the time of election and throughout his or her term, not be an undischarged bankrupt;
 - (c) at the time of election, be at least eighteen (18) years of age;
 - (d) at the time of election and throughout his or her term, not be a person who has been found to be incapable of managing his or her own affairs, by any court in Canada or elsewhere; and
 - (e) at the time of election and throughout his or her term, not be a person who has been convicted of a *Criminal Code* (Canada) offence for which a pardon has not been granted.
- 6.4 **Election and Term.** At the first general meeting following confirmation of this Bylaw, Directors shall be elected from among qualified candidates by the Members, to serve for terms of one (1) to three (3) years or until their successors shall have been duly elected.
- 6.5 **Limit of Terms.** Upon expiry of their terms, Directors, if qualified, are eligible for re-election providing that no Director shall serve as such for more than six (6) continuous years, subject to the time being extended: in the case of a Director who holds an Officers' position, in order to allow for the succession of Officers according to any Board policy from time to time in place.
- 6.6 **Vacation of Office.** The office of a Director shall be vacated in the following instances:
- (a) **Term Expires.** When the subject Director's term of office expires.
 - (b) **Removal by Special Resolution.** Upon special resolution at a general meeting for which notice specifying the intention to pass such resolution has been given to the Members and the subject Director.
 - (c) **Resignation.** By the Director giving notice of resignation in writing to the Society in which case, such resignation shall be effective upon receipt by the Society or at the time specified in the notice, whichever is later.
 - (d) **Death.** Upon the death of the Director.
 - (e) **No Longer Qualified.** Upon a Director ceasing to be qualified pursuant to section 6.3 of this By-law. In such case, the vacancy will be deemed to have become effective on the date that the Director ceased to be qualified.

6.7 **Filling Vacancies.** Directors' vacancies shall be filled as follows:

- (a) **If Removed by Members.** In the event a vacancy is created by the removal of a Director by the Members, then the Members may (but are not required) by ordinary resolution elect any individual in his or her stead for the remainder of his or her term.
- (b) **Otherwise.** Vacancies may otherwise be filled as follows:
 - (i) **If Quorum Remains.** So long as a quorum of Directors remain in office, vacancies may be filled by the Directors, if they shall see fit to do so. If they do not see fit to do so, such vacancies shall be filled at the next annual general meeting of the Members at which the Directors for the ensuing year are elected.
 - (ii) **If No Quorum Remains.** If a quorum of Directors does not remain, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy.

6.8 **Remuneration.**

- (a) **No Remuneration in Director Capacity.** Director shall not receive remuneration or receive any direct or indirect profit from their Board positions, although Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties as long, as they have complied with any expense reimbursement policies from time to time in place.
- (b) **Remuneration in Other Capacities.** A Director may enter into a contract for services with the Board over and above those expected of a Director and, subject to prior approval by the Board, shall be entitled to be remunerated for those services at a rate agreed upon by the Board pursuant to a written contract with the Board, provided that a majority of the Board must not receive or be entitled to receive remuneration under any such contracts.

ARTICLE 7: BOARD MEETINGS

- 7.1 **Number of Board Meetings.** The Board shall meet as often as is required in order to fulfil the role of the Board.
- 7.2 **Calling of Meetings.** Board meetings may be called by the President or such number of Directors as make up the greatest whole number not less than twenty-five per cent (25%) of the Board.
- 7.3 **Location of Meetings.** Board meetings shall be held at the registered office of the Society or at such other place on Salt Spring Island, British Columbia as the Board may from time to time determine or alternatively, if determined by the Board, the Board may meet by way of communication media that allow all persons participating in the Board meeting to communicate with each other.
- 7.4 **Notice.** At least two (2) days' notice of a Board meetings must be given to all the Directors and to the Past President unless all the Directors agree to a shorter notice period.

- 7.5 **Cancellation.** The President shall have the authority to cancel any Board meeting if it appears that quorum will not be met, by sending notice to that effect in the manner specified in section 3.6 of this By-law.
- 7.6 **Attendance and Participation.** The below listed individuals shall be entitled to attend Board meetings and to the extent indicated below, participate as follows:
- (a) **Directors.** Directors shall be entitled to attend all Board meetings and shall be entitled to participate by being heard (verbally or in writing), debating and voting in accordance with this Bylaw, except in the event of a conflict of interest, in which case the subject Director shall absent him or herself from the meeting and not otherwise attempt to influence decision making.
 - (b) **Past President.** The Past President shall be entitled to attend all Board meetings and shall be entitled to participate by being heard (verbally or in writing) and debating. For greater clarity, the Past President shall not be entitled to vote.
 - (c) **Invited Guests.** Invited guests shall be entitled to attend all Board meetings, on invitation of the President or with the consent of the meeting. Invited guests shall not be entitled to participate in Board meetings by voting or debating but shall be entitled to participate by being heard (verbally or in writing), if recognized by the chair.
- 7.7 **Method of Attendance.**
- (a) **Communication Media.** Directors, the Past President and such other persons as are authorized by the Board may participate at Board meetings by way of communication media that allow all persons participating in the meeting to communicate with each other.
 - (b) **No Proxy Holders.** Directors shall not be entitled to appoint proxy holders.
 - (c) **No Alternates.** Directors shall not be entitled to appoint alternates.
- 7.8 **Chair.** The President shall chair Board meetings or in the absence of the President, the Vice-President and in the absence of both President and Vice-President, the Directors present shall choose another Director to act as chair. The chair shall:
- (a) establish and maintain order and decorum (civility and mutual respect);
 - (b) ensure the meeting protocols with respect to Board meetings as outlined in this Bylaw are followed;
 - (c) balance: those entitled to participate (making sure everyone has an opportunity to contribute to the discussion), issues (making sure issues are explored fully) and time (making sure time is managed appropriately and the meeting proceeds within the scheduled time frames); and
 - (d) ensure clarity through appropriate commentary and questions.
- 7.9 **Transaction of Business.**
- (a) **Quorum.** A majority of the Board shall form a quorum for the transaction of business at Board meetings.

- (b) **Any Business.** Subject to the Societies Act, the Board may consider or transact any business at any Board meeting.
- (c) **Debate and Decorum.**
 - (i) No Attendee shall speak:
 - (1) Unless recognized by the chair.
 - (2) To a question at any one time for longer than three (3) minutes.
 - (3) If to do so would interrupt a Director who is speaking except to raise a question of privilege or point of order.
 - (ii) Attendees shall conduct themselves with decorum and obey any proper direction of the chair.
- (d) **Consensus Decision Making in First Instance.** Matters for Board decision shall in the first instance be decided by consensus, according to any consensus decision making policy from time to time adopted by the Membership. Adoption and alteration from time to time of the consensus decision making policy shall be by way of special resolution at a general meeting. If in the first instance no consensus decision is reached or appears to be reachable the following shall apply:
 - (i) the chair of the meeting may temporarily suspend consideration of the matter when, in his/her judgment, such a temporary suspension of consideration would increase the probability of securing consensus on the matter;
 - (ii) any matter not receiving a consensus and not temporarily suspended shall be put to vote, in which case each Director shall be entitled to one (1) vote. In the event of a tie, the chair shall have a second or casting vote. Unless otherwise required, matters shall be decided by a majority of votes.

7.10 **Minutes.** The Secretary shall keep or cause to be kept minutes of all Board meetings which shall include the following:

- (a) name of the Society;
- (b) date, time, and place of meeting;
- (c) attendance at the meeting;
- (d) declarations of Conflict of Interest;
- (e) the material aspects of the Board's deliberations succinctly, accurately, and clearly relative to the subject matter in sufficient detail to establish that the Board has met all applicable duties;
- (f) precise wording of all motions and amendments if appropriate, but not the mover or seconder;
- (g) whether the motion carried, but not the number of votes for and against or which Director voted which way; and
- (h) any objections or dissent requested by the maker to be put on record, but otherwise shall not attribute specific comments to specific individuals.

7.11 **Resolution in Writing Instead of Meeting.** The Board may pass a resolution without a Board meeting, if a majority of the Directors consent to the resolution in writing. For greater clarity, such resolution may be passed by way of counterpart e-mails.

ARTICLE 8: COMMITTEES

- 8.1 **Nominating Committee.** There shall be a Nominating Committee in accordance with the Terms of Reference set out in Attachment 1 to this Bylaw.
- 8.2 **Board Committees.** There shall be such standing and ad hoc committees of the Board for such purposes as the Board may determine from time to time.
- 8.3 **Committee Membership.** Membership on Board committees may, but need not, be restricted to Directors.
- 8.4 **Board Maintains Decision Making Power.** No Board committee shall have the power to act for or on behalf of the Society or otherwise commit or bind the Society to any course of action. Board committees shall only have the power to make recommendations to the Board and the Board shall at all times maintain its decision-making power.
- 8.5 **Terms of Reference.** The Board shall establish and amend from time to time as appropriate terms of reference for all committees of the Board.

ARTICLE 9: INDEMNITY AND INSURANCE

- 9.1 **Indemnification.** The Society shall indemnify current and former Directors and senior managers to the full extent permitted by the Societies Act.
- 9.2 **Insurance.** The Society may purchase insurance to fund its indemnity obligations pursuant to section 9.1 of this Bylaw.

ARTICLE 11: BY-LAW ALTERATIONS

- 11.1 **By-laws.** This By-law may be altered in accordance with the Societies Act.

Passed by the Board: [insert], 2020.

[insert], President

[insert], Secretary

Unanimously approved, ratified, sanctioned and confirmed by the Members: [insert], 2020.

[insert], President

[insert], Secretary



TERMS OF REFERENCE

Nominating Committee

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1. The membership of the Committee is to be determined by the Board at least ten (10) weeks prior to a general meeting.
 2. The Nominating Committee shall comprise at least three (3) members including one or two directors and at least two (2) other persons.
 2. The Nominating Committee shall:
 - a) prepare a slate of candidates for Board for the ensuing year;
 - b) provide for nominations of candidates by announcing sixty (60) days before a general meeting that written nominations for the Board are being accepted up to fourteen (14) days before a general meeting; and
 - c) report on the full slate of candidates at the general meeting.