

**PBC HEALTH BENEFITS SOCIETY
ANNUAL GENERAL MEETING**

SPECIAL RESOLUTION TO APPROVE AMENDMENTS TO THE BYLAWS

Resolved as a special resolution that:

The Bylaws of the PBC Health Benefits Society be deleted in their entirety and replaced by the Bylaws set out as **Schedule "A"** hereto.

SCHEDULE "A"

PBC HEALTH BENEFITS SOCIETY

BYLAWS

PART 1 - INTERPRETATION

- 1.1 In these bylaws and the constitution of the Society, unless the context otherwise requires:
- (a) "associate members" means those persons who purchase individual travel policies offered by the Society for trips of less than 180 days in duration;
 - (b) "benefit" means any right of any person pursuant to any agreement or arrangement between the Society and that person or between the Society and a Group to receive monies or to have monies paid on the person's behalf from the funds of the Society in the event of death, accident, disease, sickness, disability, unemployment, retirement or misfortune suffered by that person or any of that person's dependents;
 - (c) "Board" means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
 - (d) "Board Resolution" means:
 - (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all of the directors and consented to in writing by all of the directors who would have been entitled to vote on it in person at a meeting of the Board;
 - (e) "bylaws" means the bylaws of the Society as filed in the Office of the Registrar;
 - (f) "Chair" means the person elected to that office in accordance with these bylaws and who is the Chair of the Society;
 - (g) "constitution" means the constitution of the Society as filed in the Office of the Registrar;
 - (h) "dependent" means a person who is a dependent of an individual member as determined by Board Resolution in accordance with these bylaws or by agreements the Society enters into with its members;
 - (i) "directors" means those individuals who have become directors in accordance with the Act and these bylaws and have not ceased to be directors;
 - (j) "electronic meeting" means a fully electronic meeting or a partially electronic meeting;

- (k) “Electronic Means” means any system or combination of systems of electronic communication or transmission, including telephonic or web-based technology, and:
 - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all participants were present at the same location; and
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intention of the votes;
- (l) “Eligible Party” means a director or Senior Manager of the Society;
- (m) “Eligible Proceeding” means a legal proceeding or investigative action, whether current, threatened, pending, or completed, in which an Eligible Party, by reason of the Eligible Party being or having been a director or Senior Manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society:
 - (i) is or may be joined as a party; or
 - (ii) is or may be liable for in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (n) “Financial Literacy” means having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can be reasonably expected to be raised in the Society’s financial statements;
- (o) “fully electronic meeting” means a meeting in which persons are entitled to participate solely by telephone or other Electronic Means, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone or other Electronic Means;
- (p) “general meeting” means a general meeting of the members of the Society;
- (q) “Group” means a person or group of persons, as designated by Board Resolution, consisting of one or more persons who are covered by a single agreement or arrangement or who are determined by the Board or its delegate to be otherwise eligible to be members of the Society and to receive benefits from the Society;
- (r) “health care professional members” means physicians and surgeons, dentists, pharmacists, or such other health-related occupations as may be designated as health care professional members by the Board, each of whom must be nineteen (19) years of age or older and duly licensed to practice by their legally

constituted professional organizations. For greater certainty, health care professional members need not be covered for benefits from the Society;

- (s) “immediate family member” of an individual means a sibling, parent, child, or any relative of the individual or the individual’s spouse who lives with the individual;
- (t) “individual members” means individuals who are nineteen (19) years of age or older and who, through a benefit agreement or arrangement, are entitled to primary coverage for benefits from the Society;
- (u) “members” means those individual members, associate members, health care professional members and organizational members who become members in accordance with these bylaws and have not ceased to be members, and a “member” means any one of them;
- (v) “organizational members” means those businesses, firms or corporations or similar organizations who are plan sponsors of the Society, as designated by the Board;
- (w) “ordinary resolution” means a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members entitled to vote in person at such meeting;
- (x) “partially electronic meeting” means a meeting in which persons are entitled to participate in person or by telephone or other Electronic Means, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone, by other Electronic Means, or in person;
- (y) “President” means a person appointed to that office in accordance with these bylaws and who functions as the Chief Executive Officer of the Society;
- (z) “registered address” of a member or director means the contact information of that person (including that person’s physical address and email address) as recorded in the register of members or the register of directors, as applicable;
- (aa) “registered office” means the registered office of the Society established pursuant to the provisions of the Societies Act;
- (bb) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (cc) “Representative”, in relation to an Eligible Party, means an heir or personal or other legal representative of the Eligible Party;
- (dd) “Secretary” means the person elected to that office in accordance with these bylaws and who is the Secretary of the Society;
- (ee) “Senior Manager” means a person appointed by the Board to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;

- (ff) “Society” means “PBC Health Benefits Society”;
 - (gg) “Societies Act” means the *Societies Act* (BC), as amended from time to time, and any successor legislation;
 - (hh) “special resolution” means a resolution passed at a general meeting of the Society by at least two-thirds (2/3) of the votes cast by those members present and entitled to vote at such meeting;
 - (ii) “spouse” has the meaning set forth in the *Family Law Act* (British Columbia);
 - (jj) “Treasurer” means the person elected to that office in accordance with these bylaws and who is the Treasurer of the Society; and
 - (kk) “Vice Chair” means the person elected to that office in accordance with these bylaws and who is the Vice Chair of the Society.
- 1.2 For the purposes of these bylaws and except as otherwise expressly provided herein or unless there is something in the subject matter or context inconsistent therewith: (a) all references to a designated “Part”, “Section”, or other subdivision is to the designated part, section, or other subdivision of these bylaws; (b) the words “herein”, “hereof”, and “hereunder” and other words of similar import refer to these bylaws as a whole and not to any particular Part, Section, or other subdivision; (c) the singular of any term includes the plural and vice versa, and the use of any gendered term (whether masculine, feminine, neuter, or otherwise) is equally applicable to any other gender; (d) the word “or” is not exclusive and the word “including” is not limiting; (e) any reference to an agreement, instrument, or other document means such agreement, instrument, or other document as amended, supplemented, or modified from time to time; (f) any reference to a statute includes and is a reference to such statute and to the regulations made pursuant thereto with all amendments made thereto and in force from time to time, and to any statute or regulations that may be passed which have the effect of supplementing or superseding such statute or such regulations; and (g) the word “person” includes an individual, body corporate, and other legal entity. Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

PART 2 - MEMBERSHIP

- 2.1 The members of the Society shall be those individual members, associate members, health care professional members and organizational members who were members of the Society upon the date these bylaws became effective, and those individual members, associate members, health care professional members and organizational members who have subsequently become members of the Society in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 Membership in the Society shall be divided into four classes, namely:
- (a) individual members;
 - (b) organizational members;

- (c) health care professional members; and
 - (d) associate members.
- 2.3 Individual members, organizational members and health care professional members are entitled to one (1) vote if they are members in good standing, but associate members shall be considered non-voting members with no entitlement to vote.
- 2.4 Application for membership shall be made either individually or on behalf of the applicant seeking membership through the applicant's Group. The applicant may include on the applicant's application for membership one or more of the applicant's dependents.
- 2.5 Each application for membership must be made in the form prescribed from time to time by the Board and delivered or mailed to the Society accompanied by a refundable prepayment of benefit contributions as from time to time prescribed by the Board.
- 2.6 Each applicant whose application has been approved by the Board shall be notified directly of approval for membership or by notice to the Group to which the applicant belongs.
- 2.7 Each applicant who belongs to a Group becomes a member on the date specified in the agreement or arrangement with the Group unless the Board for good cause refuses to permit such person to become a member.
- 2.8 Each applicant who does not belong to a Group will, if approved by the Board or by admission procedures established by the Board, become a member on the date specified by the Board or by such procedures, which date shall not be earlier than the first day of the month in which the application is received by the Society.
- 2.9 A member may withdraw from the Society by delivering the member's resignation in writing to the Secretary of the Society or delivering it to the registered office of the Society.
- 2.10 A person shall immediately cease to be a member of the Society:
- (a) upon the date which is the later of the date of delivering the person's resignation in writing to the Secretary of the Society or to the registered office of the Society and the effective date of the resignation stated therein;
 - (b) upon the person's death, in the case of an individual, or upon the person's dissolution, in the case of a partnership or corporation;
 - (c) upon failure to pay monthly benefit contributions when due;
 - (d) upon ceasing to meet the eligibility requirements for membership;
 - (e) upon a coverage plan terminating; or
 - (f) upon being expelled.
- 2.11 A member may be expelled by a Board Resolution passed by the Board. A member may also be expelled by ordinary resolution of the membership of the Society or in

any other manner permitted under the Societies Act. Before a member is expelled, the Society must:

- (a) send to the member written notice of the proposed expulsion, including reasons; and
 - (b) give the member a reasonable opportunity to make representations to the Society respecting the proposed expulsion.
- 2.12 The membership of a person in the Society is not transferable and the benefits and services rendered to a member by the Society are not transferable.
- 2.13 All members shall be in good standing except a member who has failed to pay the member's current benefit contributions, or any other subscription or any debt due and owing by such member to the Society, and such member is not in good standing as long as the contributions or debt remains unpaid.

PART 3 - MEETINGS OF MEMBERS

- 3.1 The general meetings of the Society shall be held at such time and, if applicable, location, in accordance with the Societies Act, as the Board shall decide.
- 3.2 The Board may determine, in its sole discretion, to hold a general meeting as an in-person meeting, a fully electronic meeting, or a partially electronic meeting. If the Society holds a general meeting that is an electronic meeting (whether a fully electronic meeting or a partially electronic meeting), the Society shall facilitate participation in the meeting by telephone or other Electronic Means.
- 3.3 The Society shall give not less than forty-five (45) days and not more than sixty (60) days' written notice of a general meeting to its members.
- 3.4 Notice of a general meeting shall specify:
- (a) the date and time and, if applicable, the location of a general meeting;
 - (b) if the meeting is an electronic meeting, instructions for attending and participating in the meeting by telephone or other Electronic Means including, if applicable, instructions for voting at the meeting;
 - (c) the general nature of special business, if any;
 - (d) the full text of all proposed resolutions to be voted on at the general meeting;
 - (e) whether or not the text of such resolutions may be amended and, if so, the procedure for amending such resolutions; and
 - (f) the absentee voting options available to the members pursuant to Sections 4.15(b) and 4.16, and how each such option may be utilized.

In the case of a general meeting at which directors are to be elected, the notice shall include a statement that nominations (other than those by the Nominating Committee) of individuals to stand for election must be in writing, endorsed by not less than ten

- (10) voting members in good standing and accompanied by the written consent of the individual agreeing to stand for election, and must be received at the registered office of the Society not less than thirty (30) days and not more than forty-five (45) days prior to the date of the general meeting.
- 3.5 Subject to applicable law and provided the Society has more than the threshold number of members as set forth in section 77(2) of the Societies Act, notice of a general meeting is deemed to have been sent to every member pursuant to Section 3.3 if:
- (a) notice containing the information required under Section 3.4 has been sent to every member of the Society who has provided an email address to the Society, by email to that email address; and
 - (b) notice containing the information required under Section 3.4:
 - (i) is published, at least once in each of the three (3) weeks immediately before the meeting, in the Vancouver Sun Newspaper (or any successor publication); or
 - (ii) is posted, throughout the period commencing at least twenty-one (21) days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.
- 3.6 If any special business includes the presentation, consideration, approval, ratification or authorization of the execution of any document, then notice relating to that document is sufficient if it states that a copy of the document or proposed document is or will be available for inspection by members at the head office of the Society during business hours on working days prior to the date of the meeting, or at the general meeting. Members may also obtain a copy of the document or proposed document by mail or Electronic Means upon written request to the Society.
- 3.7 Annual general meetings of the Society shall be held at least once in every calendar year.
- 3.8 Every general meeting other than an annual general meeting is an extraordinary general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 All proceedings at a general meeting shall be governed by Robert's Rules of Order, revised, except that, should there be any conflict between any section of these bylaws and Robert's Rules of Order, these bylaws shall prevail.
- 4.2 All business at an extraordinary general meeting shall be "special business" and all business that is transacted at an annual general meeting shall be "special business" except:
- (a) consideration of the financial statements;

- (b) consideration of the report of the directors;
 - (c) the election or appointment of directors;
 - (d) consideration of the report of the auditor;
 - (e) the appointment of the auditor; and
 - (f) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.
- 4.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by ordinary resolution or such other resolution of the members required by the Societies Act or these bylaws shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.
- 4.4 A quorum at a general meeting is fifteen (15) voting members.
- 4.5 No business, other than the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.6 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.
- 4.7 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, 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 thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 4.8 The Chair of the Society, or in the absence of the Chair, the Vice Chair, shall chair all general meetings; but if at any general meeting the Chair or Vice Chair is not present within fifteen (15) minutes after the time appointed for the general meeting, the members present may choose one of their number to chair that general meeting.
- 4.9 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, that person may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, that designated alternate may preside as chair.
- 4.10 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.

- 4.11 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.12 Any issue at a general meeting which is not required by these bylaws or the Societies Act to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.13 Voting by proxy shall not be permitted. A voting member that is not a natural person (such as a company, society or other body corporate) shall authorize a natural person to act on such member's behalf as the member's designated representative, and shall register such designated representative with the Society by providing written notice to the Society of the name and contact information of such designated representative. Such registered designated representative is entitled to speak, vote, and in all other respects exercise the rights of the non-natural person voting member on behalf of such member. A voting member that is not a natural person may remove and replace its registered designated representative by providing the Society with written notice of the name and contact information of its replacement designated representative. For greater certainty, a designated representative who is also a voting member may vote on the designated representative's own behalf and on the non-natural person voting member's behalf.
- 4.14 A member chairing a general meeting may vote but, if the member does so and the result is a tie, the member shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 4.15 Members may vote at a general meeting as follows:
- (a) for those present at the meeting (whether in person or by Electronic Means), subject to Section 5.11, by show of hands, by Electronic Means (if available, at the discretion of the Board), or if any two (2) members present at the meeting make a motion for a secret ballot, by secret ballot (which secret ballot may, if available and at the discretion of the Board, be conducted in whole or in part by Electronic Means); and
 - (b) for those not present at the meeting, by way of the following absentee voting options as may be prescribed by the Board in the notice of the general meeting:
 - (i) by Electronic Means;
 - (ii) by walk-in ballot; or
 - (iii) by mail-in ballot.

When voting at a general meeting by way of any of the methods set forth in this Section 4.15, a member may be required to provide proof of membership and evidence that such member has not previously voted on such resolutions, such proof of membership and evidence to be in such form as the Board may determine, from time to time.

- 4.16 The Board shall ensure that those absentee voting options prescribed by the Board in the notice of a general meeting allow a member entitled to vote at the general meeting

to securely cast the member's vote not less than two (2) business days prior to the date of the general meeting. For greater certainty, any absentee ballot that is not completed and received by the Society at least two (2) business days prior to the date of the general meeting is void and of no effect.

- 4.17 Resolutions to be considered and voted on at a general meeting may not be amended following the date on which absentee voting for such general meeting commences, provided that such resolutions may be amended prior to such date if so permitted by the Board in the manner prescribed by the Board in the notice of the general meeting.

PART 5 - DIRECTORS

- 5.1 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these 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 the provisions of:
- (a) all laws affecting the Society;
 - (b) 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.
- 5.2 No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The property and the affairs of the Society shall be managed by the Board.
- 5.4 Every director shall subscribe to and support the purposes of the Society. No person shall be a director of the Society unless duly elected or appointed a director in accordance with these bylaws.
- 5.5 The number of directors shall be fourteen (14) and of that number, no more than six (6) shall be elected from among individual members, no more than four (4) shall be elected from among organizational members and no more than four (4) shall be elected from among health care professional members.
- 5.6 No person shall be eligible to stand for election as a director of the Society except those persons whose names have been submitted to the annual general meeting by the Nominating Committee pursuant to these bylaws and who meet the following eligibility criteria:
- (a) are a voting member in good standing of the Society for at least one (1) year prior to the date of election;
 - (b) are at least nineteen (19) years of age;
 - (c) are ordinarily resident in British Columbia, as determined at the discretion of the Nominating Committee;

- (d) at the date of election and for a period of three (3) years prior to the date of election:
 - (i) are not an employee of the Society or any subsidiaries of the Society;
 - (ii) are not a spouse or immediate family member of a current or former employee as described in Section 5.6(d)(i);
 - (iii) are not an employee, director, officer or agent of an organization that engages in any business that is the same as or similar to the business of the Society or any of its subsidiaries; and
- (e) are generally eligible to act as a director in accordance with all applicable legislation.

A health care professional member need not comply with the requirement of Section 5.6(a) above to be eligible to stand for election as a director of the Society.

5.7 The following Sections of these bylaws shall be subject to the following transitional rules:

- (a) for purposes of identifying directors' terms in accordance with Section 5.8, the maximum term of an existing director of the Society at the time Section 5.8 comes into effect shall be nine (9) years, commencing on or after the date of the 2015 general meeting of the members, as applicable. The Nominating Committee may designate a renewal term of a director to be less than three (3) years if necessary to ensure a maximum term of such director of nine (9) years.

Directors shall be elected by those members entitled to vote at a general meeting and shall take office commencing at the close of such meeting.

5.8 The term of office of a director shall normally be three (3) years. A director may be elected to hold office as director for a maximum of three (3) consecutive terms.

5.9 After holding office for three (3) consecutive terms, a director shall cease to hold office as a director for a period of at least three (3) years before being eligible for re-election.

Subject to Sections 5.7, 5.13, and 5.14, for purposes of calculating the duration of a director's term of office, the term shall be deemed to commence at the close of the annual general meeting in which such director was elected. If the director was elected at an extraordinary general meeting, for purposes of calculating the term of office, such term shall be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

5.10 In elections where there are more candidates than vacant positions for directors of each membership category, election of the directors shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot and in alphabetical order. Candidates for election in each category of membership shall be deemed to be elected in order of those candidates receiving the most votes.

5.11 Each member entitled to vote at a general meeting will have the right, but not the obligation, to vote for one (1) nominee for each vacant position on the Board.

5.12 Every director shall retire from office at the close of the annual general meeting in the year in which his or her term expires.

5.13 The members may by special resolution remove a director before the expiration of such director's term of office and may by ordinary resolution elect a person as a replacement director to take the place of such director for the remainder of such director's term of office, provided that the replacement director shall be qualified under the same class of membership as the director who has ceased to hold office.

A replacement director who is elected to complete the remainder of a removed director's term of office pursuant to this Section 5.13 shall be deemed to have completed a full term of office upon the expiry of such remaining term, regardless of the length of the remaining term.

5.14 Notwithstanding anything to the contrary herein, if there is a vacancy on the Board for any reason (including a vacancy on the Board resulting from the failure of the members to elect the number of directors required by Section 5.5 at an annual general meeting) and, in the case of a director removed pursuant to Section 5.13, a replacement director is not elected by ordinary resolution, the Board may by Board Resolution appoint a director to fill such vacancy, provided that the director so appointed shall be qualified under the same class of membership as the director who has ceased to hold office or who would have been elected at the annual general meeting, as applicable.

A director who is appointed to fill a vacancy pursuant to this Section 5.14 shall be deemed to have completed a full term of office upon the close of the following annual general meeting.

5.15 No act or proceeding of the Board is invalid by reason only of there being less than the required number of directors in office.

5.16 A person shall immediately cease to be a director of the Society:

- (a) upon delivering the individual's resignation in writing to the Secretary of the Society or to the registered office of the Society;
- (b) upon the individual's death;
- (c) upon the expiration of the term currently determined stipulating the length of time for which the individual is to serve as a director;
- (d) upon being removed as a director by the members;
- (e) upon failing to attend three (3) consecutive meetings of the Board without consent of the Board; or
- (f) upon ceasing to meet the eligibility requirements of the directors as set out in Section 5.6 of these bylaws, as determined by the Board.

5.17 A director may be reasonably remunerated for services rendered in the director's capacity as a director, as determined by Board Resolution, and a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged on the affairs of the Society.

- 5.18 The Society shall have the power to make expenditures for the purpose of furthering the purposes of the Society. The Society shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of furthering the objects of the Society. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

PART 6 - PROCEEDINGS OF THE BOARD

- 6.1 A meeting of the Board may be held at any time and at any location or in an electronic meeting (whether a fully electronic meeting or a partially electronic meeting) as determined by the Chair, provided that five (5) days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the date and time and, if applicable, the location of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.
- 6.2 For the purposes of the first meeting of the Board held immediately following the appointment or election of a director or directors, or for the purposes of a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.
- 6.3 The Chair or President may at any time, and the Secretary, on the request of any two (2) directors shall, convene a meeting of the Board.
- 6.4 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of directors then in office.
- 6.5 The Chair shall preside at all meetings of the Board; but if at any meeting the Chair is not present within fifteen (15) minutes after the time appointed for the meeting, then the Vice Chair shall preside and in the absence of the Vice Chair, the directors present may choose one of their number to chair that meeting.
- 6.6 If the person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, such designated alternate may preside as chair.
- 6.7 All issues at a meeting of the Board shall be decided by a Board Resolution unless required by these bylaws or the Societies Act to be decided by a resolution requiring more than a simple majority.
- 6.8 The chair of a meeting of the Board shall not vote except in the case of an equal vote. In the event of an equal vote, if the chair does not exercise the chair's right to vote, the resolution shall be deemed to have failed.

- 6.9 Voting shall be by show of hands, by voice vote recorded by the secretary of the meeting, or by Electronic Means, except that, at the request of any one director, a secret vote by written ballot or by Electronic Means shall be required.
- 6.10 Voting by proxy at a meeting of the Board shall not be permitted.
- 6.11 A Board Resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 6.12 A director who contemplates being or is temporarily absent from British Columbia may, by letter, facsimile or electronic mail, send or deliver to the registered office of the Society a waiver of notice of any meeting of the Board for a period not longer than one (1) year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:
- (a) no notice of meetings of the Board need be sent to that director; and
 - (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.
- 6.13 Any director may participate in a meeting of the Board by Electronic Means and such a director shall be deemed to be present at the meeting, shall be counted in the quorum therefor and shall be entitled to speak and vote thereat.
- 6.14 This Section 6.14 applies to a director who has a direct or indirect material interest, that is known by the director or reasonably ought to have been known, in:
- (a) a contract or transaction (whether existing or proposed) of the Society; or
 - (b) a matter that is or is to be the subject of consideration by the Board, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Society;

except in the circumstances set forth in section 56(5) of the Societies Act. Subject to Section 56(4) of the Societies Act, a director to whom this Section 6.14 applies:

- (c) must disclose fully and promptly to the other directors the nature and extent of the director's interest;
- (d) must abstain from voting on or consenting to a Board Resolution in respect of the contract, transaction, or matter referenced above;
- (e) must leave the meeting of the Board, if any: (i) when the contract, transaction, or matter is discussed, unless asked to do so by one other director present at the meeting to be in attendance to provide information; and (ii) when the other directors vote on the contract, transaction, or matter;

- (f) must refrain from any action intended to influence the discussion or vote; and
- (g) shall be counted in the quorum at a meeting of the Board at which the contract, transaction, or matter is considered, provided the director is present.

For greater certainty, the Board may establish further policies governing conflicts of interest of directors and others, provided such policies do not contradict the Societies Act or these bylaws.

PART 7 - COMMITTEES

- 7.1 The Board may create such standing and special committees as may from time to time be required which may be in whole or in part composed of directors as the Board appoints. The Board may delegate any, but not all, of its power to such committees and any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by the Board. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.
- 7.2 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.
- 7.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed mutatis mutandis by the rules set out in these bylaws governing proceedings of the Board.
- 7.4 Any meeting of any committee or group of the Society may be held as an in-person meeting, a fully electronic meeting, or partially electronic meeting, and any committee or group member may participate in any meeting of the committee or group in which the member is entitled to participate by Electronic Means. All such committee or group members so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting (if any) and, notwithstanding anything the contrary herein, shall be entitled to vote by a voice vote recorded by the secretary of such meeting or by other Electronic Means.

PART 8 - NOMINATING COMMITTEE

- 8.1 The Board shall appoint a Nominating Committee which will consist of not less than three (3) directors who are not standing for election. The Nominating Committee's mandate is to ensure that vacancies on the Board are filled in accordance with these bylaws and to seek and recommend for election eligible nominees having the expertise required on the Board for the effective governance of the Society.

- 8.2 Subject to Section 5.5, when recommending nominees for election to the Board, the Nominating Committee shall take into consideration the desired competencies being sought for the Board at the time of election, including Financial Literacy, and the Board policies regarding recommended board composition to achieve desired competencies. The Nominating Committee may recommend any number of nominees and may communicate its recommendations and the reasons for its recommendations in any manner it deems fit.
- 8.3 The Nominating Committee shall provide the names of all nominees eligible for election as a director who have agreed to let their names stand for election to the Secretary of the Society at least thirty (30) days prior to each general meeting at which directors are to be elected.
- 8.4 The Nominating Committee shall also submit to the general meeting the names of those individuals whose nomination has been endorsed by ten (10) voting members in good standing and filed with the Secretary not less than thirty (30) days and not more than forty-five (45) days prior to the general meeting accompanied by the written consent of the member agreeing to stand for election.

PART 9 - DUTIES OF OFFICERS

- 9.1 At the first meeting of the Board held after an annual general meeting, the Board shall elect from among the directors a Chair and Vice Chair who shall normally hold office for a term of three years. The Chair shall be responsible for chairing general meetings of the Board.
- 9.2 The Board shall select and appoint a President, a Secretary and a Treasurer and may, subject to Section 9.3, appoint and remove such other officers of the Society as it deems necessary and determine the duties, responsibilities, term and remuneration, if any, of all officers.
- 9.3 A person may be removed as an officer by a Board Resolution.
- 9.4 Should the Chair or any other officer for any reason not be able to complete the officer's term, the Board shall elect or appoint a replacement without delay.
- 9.5 The President shall, under the direction of the Board, be responsible for the following:
- (a) the supervision and direction of the administration of the affairs of the Society;
 - (b) representing the Society in its dealings with members and groups with respect to contracts with the Society and dues and assessments owed to the Society;
 - (c) the care and custody of all property and funds of the Society; and
 - (d) entering, or causing to be entered, the receipts and disbursements of the Society in books provided for that purpose.
- 9.6 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Board and Society;

- (b) the keeping of minutes of all meetings of the Board and Society;
 - (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (d) the custody of the common seal of the Society;
 - (e) the maintenance of the register of directors; and
 - (f) the conduct of the correspondence of the Society.
- 9.7 The Treasurer shall be responsible for making the necessary arrangements for:
- (a) the keeping of such financial records, including books of account, as are necessary to comply with the Societies Act; and
 - (b) the rendering of financial statements to the directors, members and others when required.
- 9.8 A person may be appointed to two (2) or more of the offices of the Society at any one time.
- 9.9 Notwithstanding anything to the contrary herein, the Board may appoint a secretary of the Board to be responsible for the preparation and custody of minutes of meetings of the Board and the correspondence of the Board.
- 9.10 All officers shall be considered as Senior Managers for the purposes of the Societies Act.

PART 10 - SEAL

- 10.1 The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Board shall make provisions for the custody of corporate seal. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place. The seal of the Society shall not generally be used in the execution of documents or instruments and shall be affixed only when authorized by the Board, and then only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two (2) directors.

PART 11 - BORROWING

- 11.1 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 any manner it decides, and in particular, but without limiting the foregoing, by the issue of debentures.
- 11.2 The members may restrict by special resolution the borrowing powers of the Board, but any such restriction shall expire at the next following annual general meeting.

PART 12 - AUDITOR

- 12.1 The Society shall have an auditor.
- 12.2 At each annual general meeting, the Society shall appoint an auditor to hold office until the auditor is re-appointed or the auditor's successor is appointed at the next following annual general meeting.
- 12.3 An auditor may be removed in accordance with the provisions of the Societies Act.
- 12.4 An auditor shall be promptly informed in writing of appointment or removal.
- 12.5 No director or employee of the Society shall be auditor.
- 12.6 The auditor may attend general meetings.

PART 13 - NOTICES

- 13.1 A notice may be given to a member or a director either personally (by delivery, facsimile or electronic mail) or by first class mail posted to such person's registered address or, in the case of a general meeting, as provided in Section 3.5.
- 13.2 A notice sent by first class mail shall be deemed to have been given on the second day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile, telegram or electronic mail shall be deemed to have been given on the day it was so delivered or sent.
- 13.3 If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.
- 13.4 The accidental omission to give any notice to any member, director, Senior Manager, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Society 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. Attendance at a meeting in which notice was accidentally omitted is acceptance of adequate notice.

PART 14 - MISCELLANEOUS

- 14.1

- (a) The documents including the financial and accounting records, of the Society and the minutes of meetings of members, committee meetings and meetings of the Board will be open to the inspection of any director at reasonable times.
- (b) A member in good standing is entitled, subject to any Board Resolution under section 25 of the Societies Act, upon providing not less than fourteen (14) days' notice to the Society, to examine any of the following documents and records of the Society at the registered office of the Society during the Society's normal business hours:
 - (i) the constitution and these bylaws, and any amendments thereto;
 - (ii) the statement of directors and registered office of the Society;
 - (iii) minutes of any meeting of members, including the text of each resolution passed at the meeting;
 - (iv) resolutions of the members in writing, if any;
 - (v) annual financial statements relating to a past fiscal year that have been received by the members in a meeting of members;
 - (vi) the register of directors;
 - (vii) the register of members;
 - (viii) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
 - (ix) copies of orders made by a court, tribunal or government body in respect of the Society;
 - (x) the written consents of directors to act as such; and
 - (xi) the disclosure of a director or Senior Manager regarding a conflict of interest.
- (c) Except as expressly provided by statute or at law, a member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a member in good standing may request, in writing delivered to the registered office of the Society, to examine any other document or record of the Society and the Board may allow the member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.
- (d) Copies of documents to which a member is allowed to examine may be provided on request by the member for a reasonable production fee to be determined by the Board.
- (e) A non-member may only inspect the records of the Society with permission of the Board. A non-member may not inspect the register of members.

- (f) A person must not use contact information that the person obtains from an inspection of the Society's register of members or directors except in connection with matters related to the activities or internal affairs of the Society and in compliance with the Societies Act.
- 14.2 The Society shall have the right to subscribe to, become a member of and cooperate with any other society, foundation, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

PART 15 - INDEMNIFICATION

- 15.1 Subject to Section 15.4 and the provisions of the Societies Act, the Society shall:
- (a) indemnify an Eligible Party or a Representative of the Eligible Party against all judgments, penalties, or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding; and
 - (b) after the final disposition of an Eligible Proceeding, pay the costs, charges, and expenses (including legal and other fees, but not including judgments, penalties or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding) actually and reasonably incurred by an Eligible Party or a Representative of the Eligible Party in respect of the Eligible Proceeding.
- 15.2 The Society may, in its discretion (as determined by the Board), elect not to pay the amounts set forth in Section 15.1(b) if the Eligible Party or the Representative is liable for or in respect of those amounts by reason of the Eligible Party or the Representative holding or having held a position in a subsidiary of the Society, which position is equivalent to the position of a director or senior manager of a society.
- 15.3 To the extent permitted by the Act and subject to Section 15.4, the Society may in its sole discretion (as determined by the Board) pay, as they are incurred in advance of the final disposition of an Eligible Proceeding, the costs, charges and expenses (including legal and other fees, but not including judgments, penalties or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding) actually and reasonably incurred by an Eligible Party or a Representative of the Eligible Party in respect of the Eligible Proceeding, if and only if the Board has received from the Eligible Party or the Representative of the Eligible Party (as applicable) a written undertaking that, if it is ultimately determined that the payment of such amounts is prohibited by section 65 of the Act, the Eligible Party or the Representative (as applicable) will repay the amounts advanced.
- 15.4 Notwithstanding anything to the contrary herein, the Society shall not indemnify or pay the costs, charges, and expenses (including legal and other fees, but not including judgments, penalties or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding) of an Eligible Party or a Representative of the Eligible Party in respect of an Eligible Proceeding:
- (a) if the Eligible Party or the Representative, as applicable, has been reimbursed for such amounts;

- (b) if the Eligible Party was judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault, or to have omitted to do anything that the Eligible party ought to have done;
 - (c) if, in relation to the subject matter of the Eligible Proceeding, the Eligible Party did not act honestly and in good faith with a view to the best interests of the Society or the subsidiary of the Society, as the case may be;
 - (d) in the case of an Eligible Proceeding other than a civil proceeding, if the Eligible Party did not have reasonable grounds for believing that the Eligible Party's conduct, in respect of which the Eligible Proceeding was brought, was lawful; or
 - (e) in the case of an Eligible Proceeding brought by or on behalf of the Society, or a subsidiary of the Society, unless the court, on the application of the Society, approves the indemnification or payment.
- 15.5 The Society may purchase and maintain insurance, for the benefit of an Eligible Party or a Representative of an Eligible Party, against any liability that may be incurred by reason of such person being or having been a director or Senior Manager of the Society or holding or having held an equivalent position in a subsidiary of the Society.
- 15.6 Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the indemnities provided for in this Part 15.
- 15.7 The Society shall, to the full extent permitted by the Societies Act, indemnify and hold harmless, every Eligible Party and Representative.
- 15.8 The failure of an Eligible Party to comply with the provisions of the Societies Act or of the constitution or these bylaws shall not invalidate any indemnity to which the Eligible Party is entitled under this Part 15.

PART 16 - BENEFITS PAYABLE WHERE A THIRD PARTY IS INVOLVED

- 16.1 Unless otherwise provided in the contract between the Society and a member's Group, where a member claims benefits as a result of work-related absence covered by WorkSafeBC, or an injury, sickness or income loss for which a third party is, or may be, directly or indirectly, either in whole or in part legally liable, no benefits are payable by the Society.
- 16.2 If a member has the right to recover money from WorkSafeBC or a third party as compensation for sickness, injury or income loss but the liability of WorkSafeBC or the third party has not yet been determined, then the member may apply to the Society for an advance payment of any benefit which the member may be ultimately entitled to receive from the Society.
- 16.3 No advance payment of benefits shall be made unless the member is otherwise eligible to receive benefits and the member agrees in writing to do the following:

- (a) take all steps necessary to recover from WorkSafeBC or the third party, the total of the benefits advanced or to be advanced under this Part including directing the member's lawyer to repay to the Society the full amount of the benefits directly from any monies received pursuant to any judgement or settlement;
 - (b) pay all legal fees incurred in pursuing the action against WorkSafeBC or the third party;
 - (c) repay to the Society the full amount of the benefits advanced to the member under this Part in the event the claim against WorkSafeBC or the third party is abandoned or settled without the written consent of the Society;
 - (d) enter into a reimbursement agreement with the Society in a form prescribed by the Society setting out the terms and conditions for repayment of the benefits;
 - (e) consent to the release by WorkSafeBC, the third party or Insurance Corporation of BC of all information in their possession relating to the member's claim.
- 16.4 Unless a member has complied with the provisions of this Part any money paid by the Society in respect of the member's claim shall be a debt due and owing by the member to the Society.
- 16.5 All claims for benefits submitted to the Society become the property of the Society.
- 16.6 In spite of the provisions contained in this Part, the Board may, in its sole discretion, relieve in such manner as it sees fit against any of the conditions contained herein.

PART 17 - BYLAWS

- 17.1 On being admitted to membership, each member is entitled to and upon request, the Society shall provide the member with 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.

PART 18 - DISTRIBUTION ON CEASING TO BE A SOCIETY

- 18.1 If the Society is dissolved or is wound up voluntarily or by order of any court of competent jurisdiction and there are any assets of the Society remaining after provision has been made for the payment of all debts, liabilities and obligations of the Society, such assets shall be distributed to such charitable and educational organizations as the Board may direct.

PART 19 - REPORTING SOCIETY PROVISIONS

- 19.1 The Society must have an auditor.

- 19.2 At an annual general meeting, a resolution appointing an auditor, other than the incumbent auditor, must not be proposed unless:
- (a) the incumbent auditor has declined reappointment, or
 - (b) at least fourteen (14) days' written notice of the proposed resolution has been given to:
 - (i) all persons entitled to receive notice of the meeting, and
 - (ii) the incumbent auditor.

Notwithstanding the foregoing, if the Society provides notice of meetings to its members pursuant to section 77(2) of the Societies Act, then the notice referred to in this provision may occur in the same manner as notice of meetings is given pursuant to section 77(2).

- 19.3 The financial statements of the Society must be prepared as comparative financial statements relating separately to:
- (a) the period determined under section 35(2) of the Societies Act, and
 - (b) the preceding period, if any, in relation to which financial statements for the Society were prepared.
- 19.4 Despite Section 19.3, the financial statements of the Society may deal with only the period determined under section 35(2) of the Societies Act if the reason for doing so is set out in the financial statements.
- 19.5 At least ten (10) days before the date of each annual general meeting, the Society must send to the auditor and to each member a copy of:
- (a) the financial statements that are to be presented at the meeting; and
 - (b) the auditor's report, as defined in section 1 of the Societies Act, on those financial statements.

Notwithstanding the foregoing, if the Society provides notice of meetings to its members pursuant to section 77(2) of the Societies Act, then the provision of financial statements and auditors report referred to in this provision may occur in the same manner as notice of meetings is given pursuant to section 77(2).

- 19.6 The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report, as defined in section 1 of the Societies Act, on those financial statements.