



Canadian Mental
Health Association
British Columbia

Association canadienne
pour la santé mentale
Colombie-Britannique

CANADIAN MENTAL HEALTH ASSOCIATION, B.C. DIVISION

BYLAWS

*(Consolidated version with changes approved by special resolution at the November 1, 2016
Extraordinary General Meeting and effective November 8, 2016)*

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**CANADIAN MENTAL HEALTH ASSOCIATION, B.C. DIVISION
(THE “SOCIETY”)**

BYLAWS

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws:

- (a) “Board”, “Board of Directors”, “Directors” means the directors of the Society for the time being;
- (b) “Branch” means a society incorporated under the *Societies Act* that is a party to a subsisting agreement with the Society commonly known as a “branch agreement”;
- (c) “Bylaws” means the bylaws of the Society from time to time in force;
- (d) “CMHA National” means the Canadian Mental Health Association which is a corporation under the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, as enacted or amended from time to time and every statute that may be substituted for that act and the regulations made pursuant to that act;
- (e) “Chief Executive Officer” means the person appointed as the Chief Executive Officer of the Society under Subsection 8.4;
- (f) “Electronic Transmission” includes e-mail;
- (g) “Geographic Area” means North, Island, Interior, Fraser Valley, and Metro Vancouver as more particularly described on the map in the attached Schedule “A”.
- (h) “Maximum Term” for a director shall have meaning given in Subsection 7.20;
- (i) “Person with Lived Experience” means an individual with direct personal experience receiving mental health services and/or addiction services.
- (j) “Society” means the Canadian Mental Health Association, B.C. Division;
- (k) “*Societies Act*” means the *Societies Act*, S.B.C. 2015, c. 18, as enacted or amended from time to time and every statute that may be substituted for that act and the regulations made pursuant to that act;
- (l) “special resolution” means a resolution passed by at least 75% of the votes cast in respect of the resolution;

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(m) “Youth” means an individual who is between the ages of 19-30 years.

1.2 Meaning in *Societies Act*

All words or expressions in these Bylaws which are defined in the *Societies Act* on the date these Bylaws became effective have the meaning given to them in the *Societies Act*.

1.3 Language

Words importing the singular include the plural and vice versa; words importing a male person include a female person and a firm, body corporate or other association and vice versa.

1.4 Interpretation

The rules of construction contained in the *Interpretation Act* (B.C.) apply, with all necessary changes, to the interpretation of these Bylaws.

2. MEMBERSHIP

2.1 Categories of Member

The members of the Society are of four categories:

- (a) ordinary members, who consist of those individuals accepted as ordinary members by the Directors or by a Branch;
- (b) non-voting members, who consist of:
 - (i) those incorporated or unincorporated (but formally organized) societies, councils, commissions, clubs, associations, and other organizations accepted as non-voting members by the Directors; and
 - (ii) employees of a Branch, the Society and CMHA National who are accepted as non-voting members by the Directors; and
 - (iii) honorary members, who consist of those individuals appointed as honorary members by the Directors.

2.2 Application for ordinary membership

Any individual who declares an interest in supporting the purposes of the Society or who has contributed to meeting the goals and objectives of the Society may apply to become an ordinary member by delivering to the Society or to a Branch an application in a standard form approved by the Directors duly completed and signed by the applicant and by paying the appropriate membership fee prescribed pursuant to these Bylaws.

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2.3 Application for non-voting membership

- (a) Any incorporated or unincorporated (but formally organized) society, council, commission, club, association, or other organization which has aims and objectives similar to or compatible with those of the CMHA National and which declares an interest in supporting the purposes of the Society or which has contributed to meeting the goals and objectives of the Society may apply to become a non-voting member by delivering to the Society an application in a form approved by the Directors duly completed and signed by the applicant and by paying the appropriate membership fee prescribed pursuant to these Bylaws; and
- (b) Any employee of a Branch, the Society and CMHA National who has aims and objectives similar to or compatible with those of the CMHA National and who declares an interest in supporting the purposes of the Society or who has contributed to meeting the goals and objectives of the Society may apply to become a non-voting member by delivering to the Society an application in a form approved by the Directors duly completed and signed by the applicant and by paying the appropriate membership fee prescribed pursuant to these Bylaws.

2.4 Appointment of honorary members

The Directors may appoint any individual as an honorary member of the Society in recognition of outstanding service to the Society or outstanding achievement in the field of mental health.

2.5 Applications made to the Society

If an application for membership is made to the Society, then the Directors must consider that application for membership and may, in their absolute discretion and without giving reasons, accept or reject any application for membership, and where an application for membership is rejected, the Society must return any membership fee paid by the applicant. Where an application for membership is accepted by the Directors, the applicant will be admitted as a member of the Society as of the date of such acceptance or as of such other date as the Directors determine.

2.6 Applications made to Branches

If an application for ordinary membership is made to a Branch, then they may, in their absolute discretion and without giving reasons, accept or reject that application for membership, and where an application for membership is accepted by a Branch, the applicant will be admitted as a member of the Society as of the date of when the name, address and other particulars reasonably prescribed by the Society are notified to the Society.

2.7 Representative of corporate member

Every member which is a firm, body corporate or other association must appoint in writing a

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natural person who is a partner, director, officer or senior executive employee of the firm, body corporate or other association to represent it in respect of its membership in the Society and may from time to time remove any such representative and appoint another representative.

2.8 Rights of membership

The members shall have the following rights:

- (a) an ordinary member in good standing has the right to vote on the election of directors on a ballot provided for in Section 6 and to receive notice of, to attend and to act and vote at all general meetings of the Society;
- (b) a non-voting member in good standing has the right to receive notice of and to attend all general meetings of the Society but does not have the right to act or vote on the election of directors or at any general meeting;
- (c) an honorary member has the right to receive notice of and to attend all general meetings of the Society but does not have the right to act or vote on the election of directors or at any general meeting.

2.9 Good standing

All members are in good standing except:

- (a) a member who has failed to pay in full, when due, any fees or assessments duly prescribed pursuant to these Bylaws and that member is not in good standing so long as the fees and assessments remain unpaid; and
- (b) member who is suspended under Subsection 2.13.

2.10 Obligations of membership

Every member of the Society is from the date of acceptance of the application for membership bound by and must abide by:

- (a) the constitution of the Society and these Bylaws;
- (b) all resolutions passed and all lawful rules and regulations made by the Directors;
- (c) all policy directives published by the Directors to members of the Society in regard to the achievement of its purposes.

2.11 Fees and assessments

The Directors may from time to time determine the fees and assessments, if any, payable by those in each category of members except for honorary members who will not be required to pay any fees or assessments during the period of their appointment as honorary members.

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2.12 Termination of membership

The interest of a member in the Society is not transferable and ceases:

- (a) upon death of an individual or dissolution of any corporate member;
- (b) when the member is expelled under Subsection 2.13;
- (c) when the member withdraws under Subsection 2.16; or
- (d) when the member has not been in good standing for six consecutive months.

2.13 Suspension and expulsion of members

The members of the Society may, by a special resolution passed at a general meeting, suspend or expel any member.

2.14 Statement of reasons

The notice of special resolution for suspension or expulsion must be accompanied by a brief statement of the reason for the proposed suspension or expulsion.

2.15 Right of member to be heard

The person who is the subject of the proposed resolution for suspension or expulsion is entitled to an opportunity to be heard before the special resolution is put to a vote.

2.16 Withdrawal of member

A member may withdraw from membership by giving written notice of resignation to the Society, and the resignation will be effective upon receipt of the notice by the Society.

2.17 Continued liability of member

A suspended member remains liable for all fees and assessments, and a member who:

- (a) has withdrawn from membership in the Society;
- (b) has been expelled from membership in the Society; or
- (c) has had his membership in the Society terminated in any other way in accordance with these Bylaws;

remains liable for payment of all fees and assessments payable by that member before the withdrawal, expulsion or termination becoming effective.

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3. GENERAL MEETINGS

3.1 Annual general meeting

Subject to compliance with the *Societies Act*, the Directors must call an annual general meeting to be held in September of each year at such time and place as the Directors may decide.

3.2 Business of annual general meetings

At an annual general meeting, the following business is not special business and no notice of this business is required:

- (a) business relating to the conduct of or voting at the meeting;
- (b) consideration of the reports of the Directors and auditors;
- (c) consideration of the financial statements for the financial year just ended;
- (d) the appointment of an auditor as provided in Subsection 14.1.

3.3 Extraordinary general meetings

An extraordinary general meeting of the Society is a general meeting of the members of the Society other than the annual general meeting. The Board of Directors may call an extraordinary general meeting of the Society at any time.

3.4 Notice

A written notice stating the day, hour and place of every general meeting and the general nature of any special business to be transacted must be given to each member entitled to receive notice of the meeting and to the auditor of the Society, if any, in the manner specified in Section 14 not less than 14 days (exclusive of the day of giving the notice and of the day for which notice is given) before the date of the meeting. Notices will also be sent by the Society to the Branches for posting by each Branch at their respective office

3.5 Omission of notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member does not invalidate any resolution passed or any proceeding taken at that meeting.

3.6 Rules of order

Rules of order at all meetings of members must be those set out in the latest edition of *Robert's Rules of Order* at the time of such meeting to the extent that such rules of order are not inconsistent with the *Societies Act* or these Bylaws.

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3.7 Presiding officer

The Chair of the Board, or in the Chair of the Board's absence, inability or unwillingness to act, the Vice-Chair, or in the absence, inability or unwillingness of both the Chair of the Board and the Vice-Chair to act, the past Chair of the Board is entitled to preside at all meetings of the members and of the Directors of the Society, but where the Chair of the Board, the Vice-Chair and the past Chair of the Board is not present within 15 minutes after the time appointed for the holding of any meeting or, if present, is unable or unwilling to preside at the meeting, the members present must choose one of the Directors present to preside at the meeting.

3.8 Voting at general meetings

Each member of the Society present at a general meeting in person or represented by proxy has one vote on each resolution put to a vote at any general meeting of the Society.

3.9 Decision by majority

At all general meetings of the Society all questions must be decided by a majority of the votes cast by the members present at the meeting in person or represented by proxy unless otherwise specifically provided for by the *Societies Act* or by the Bylaws.

3.10 Voting by presiding officer

The presiding officer may vote on any motion or resolution but in the case of an equality of votes at any general meeting, the presiding officer is not entitled to a second or deciding vote and the motion or resolution which is the subject of the vote will be deemed to be lost.

3.11 Decision of meeting

At any meeting, unless a poll is demanded, a declaration by the presiding officer that a resolution has been carried or carried unanimously or by a particular majority or lost, or not carried by a particular majority is conclusive evidence of that fact.

3.12 Show of hands

All voting must be by a show of hands unless the presiding officer directs, or any member requests, a poll vote.

3.13 Poll

Any member may demand a poll, either before or after any vote by show of hands.

3.14 Polls taken without adjournment

If at any meeting a poll is demanded on the election of a presiding officer or on the question of adjournment, it must be taken forthwith without adjournment.

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3.15 Other polls

If at any meeting a poll is demanded on any other question, the vote will be taken by ballot in the manner and either at once, later in the meeting, or after adjournment, as the presiding officer directs.

3.16 Result of poll

The result of a poll will be deemed to be the resolution of the meeting at which the poll was demanded.

3.17 Withdrawal of demand

A demand for a poll may be withdrawn.

3.18 Quorum at general meetings

Except at a meeting called under the provisions of Section 5, a quorum at all general meetings is 25 members present in person or represented by proxy or the greater number determined at a general meeting.

3.19 Quorum at requisitioned meetings

At a meeting called under the provisions of Section 5, a quorum is 10% of the voting members of the Society.

3.20 Adjournment

Despite the absence of a quorum of any general meeting of the Society, any meeting (except a meeting called under the provisions of Section 5) may be adjourned to any time.

3.21 Business at adjourned meeting

Any business may be transacted at an adjourned meeting as might have been transacted at the meeting which was adjourned.

3.22 Notice of adjourned meeting

No notice is required of the date of a meeting adjourned for less than 10 days.

3.23 Notice of meeting adjourned for ten days

A written notice must be given to each member of a meeting adjourned for 10 days or more.

4. PROXIES

4.1 Appointment of proxyholder

An ordinary member of the Society may appoint any other ordinary member of the Society as a proxyholder to attend, act and vote for the ordinary member at a general meeting. No proxyholder shall represent more than nine ordinary members (in addition to himself or herself) and any proxyholder who receives more than nine proxies appointing him or her proxyholder for a meeting shall immediately upon receipt of each of the excess proxies notify the ordinary member who signed that proxy of the fact that the proxyholder cannot be a proxyholder for that ordinary member.

4.2 Signature of proxy

A proxy must be in writing signed by the appointor.

4.3 Deposit of proxies

The Directors may from time to time fix a time before which time proxies to be used at the meeting must be deposited with the Society or at any other place specified for that purpose in the notice of meeting, and any period of time so fixed must be specified in the notice calling the meeting. If the Directors do not fix a time by which the proxies must be deposited with the Society, then a proxy must be deposited with the secretary of the Society or the presiding officer of the meeting at least one hour prior to its commencement. Any resolution of the Directors fixing a time for depositing proxies may provide that particulars of such proxies may be sent to the Society or any agent of the Society in writing by letter, fax, or transmitted electronically by email in a PDF format or any other method of transmitting legibly recorded messages at the address of the Society or of any agent of the Society appointed for the purpose of receiving such particulars and may also provide that proxies so deposited may be acted upon as though the proxies themselves were deposited as required by this Section.

4.4 Validity of proxies before notice of death or revocation

A vote given in accordance with the terms of a proxy is valid despite the previous death of the ordinary member giving the proxy or revocation of the proxy or of the authority under which the proxy is given, unless notice in writing of the death or revocation has been received at the address of the Society or by the presiding officer of the meeting or adjourned meeting for which the proxy was given before the vote is taken.

4.5 Form of proxy

Unless the *Societies Act* or any other statute or law which is applicable requires any other form of proxy, a proxy, whether for a specified meeting or otherwise, must be in the following form, but may also be in any other form that the Directors or the presiding officer of the meeting approves:

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The undersigned, who is an ordinary member of the Society, hereby appoints _____ or failing that person _____ as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Society to be held on the [date] and at any adjournment of that meeting.

Signed on [date]

(Signature of member)

(Name of member - printed)

4.6 Revocation of proxy

Every proxy may be revoked by an instrument in writing:

- (a) executed by the ordinary member giving the proxy; and
- (b) delivered either at the address of the Society at any time up to and including the last business day preceding the day of the meeting or any adjournment of the meeting at which the proxy is to be used or to the presiding officer of the meeting on the day of the meeting or any adjournment of the meeting before any vote in respect of which the proxy is to be used has been taken;

or in any other manner provided by law.

4.7 Inquiries into authority

The presiding officer of any general meeting may, but is not under any obligation to, inquire into the authority of any person to vote at such meeting and to demand from that person production of evidence as to the existence of such authority to vote.

5. REQUISITIONED MEETINGS

5.1 Call of general meeting after requisition

If 10% or more of the ordinary members of the Society (in this section called the “Requisitionists”) deliver to the Society a requisition which complies with Subsection 5.2, the Directors must convene a general meeting of the Society without delay.

5.2 Contents of requisition

The requisition must state the purpose of the general meeting, be signed by the Requisitionists and be delivered or sent by registered mail to the address of the Society, and may consist of several documents in similar form each signed by one or more Requisitionists.

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5.3 Failure to call meeting

If, within 21 days after the date of the delivery of the requisition, the Directors do not convene a general meeting, the Requisitionists, or a majority of them, may themselves convene a general meeting to be held within 4 months after the date of the delivery of the requisition.

5.4 Procedure at general meeting

A general meeting convened by the Requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Directors.

5.5 Reimbursement of expenses

If the Society becomes a reporting society, then unless the ordinary members otherwise resolve at a general meeting called by the Requisitionists:

- (a) the Society must reimburse the Requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding the meeting; and
- (b) each director, who was in default in not calling the meeting as the Directors were required to do under Subsection 5.1, must pay the Society their *pro rata* share of the amount paid by the Society to reimburse the Requisitionists under Paragraph (a).

6. ELECTION OF DIRECTORS BY BALLOT

6.1 Deadline for receipt of nominations and consents

By April 30 of each year, the Directors must set a deadline date (the “Nomination Date”) for receipt by the Chief Executive Officer of the nominations and consents referred to in Subsection 6.2, and the Chief Executive Officer must communicate this date to the members by posting it on the Society’s website.

6.2 Nomination of candidates

The nomination of a candidate for election as a director in the election by ballot provided for in this Section is valid only if:

- (a) the nominee is qualified to be a director in accordance with Subsection 7.3;
- (b) the person is nominated by the Nominating Committee or nominated in writing by at least ten members of the Society in good standing who are eligible to vote on the election of directors;
- (c) the nominee consents in writing to the nomination; and

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- (d) the nomination and consent are received by the Chief Executive Officer on or before the Nomination Date.

6.3 Voters list

By the later of April 30 or such other date as may be determined by the Directors in each year and of which notice has been given to each Branch (the “List Deadline”), each Branch must provide to the Chief Executive Officer a list of its ordinary members, containing the proper names, addresses and e-mail addresses of the ordinary members, and the Chief Executive Officer is responsible to ensure that immediately following that deadline a list of voters for the Society throughout the Province is prepared. The list of voters must list in alphabetical order the names of all ordinary members of the Society entitled to vote on the election of directors.

6.4 Additions to voters list

By June 15 of each year, each Branch must provide to the Chief Executive Officer a supplemental list of any additional ordinary members, containing the proper names, addresses and e-mail addresses of the additional ordinary members, who have been approved for membership after the List Deadline, and the Chief Executive Officer is responsible to ensure that by June 30 of each year such new ordinary members are added to the list of voters entitled to vote on the election of directors.

6.5 Examination of list

An ordinary member of the Society may examine the list of voters at the address of the Society during the normal office hours of the Society. An ordinary member of the Society who has reason to believe that a list of voters improperly includes or omits a name may, before the election, report the error to the Chief Executive Officer. The Chief Executive Officer must promptly investigate a report made under this Subsection and correct any error that exists. All communications between any of the directors and members with regards to the information contained in the list of voters are subject to the privacy policy of the Society.

6.6 Number of directors to be elected

The number of directors to be elected each year under this Section is the difference of ten less the number of directors who have been elected in a past year under this Section and will continue in office in the term for which they were elected after the declaration of candidates elected under this Section for the current year.

6.7 Voting procedure

The Chief Executive Officer is responsible to ensure that, by June 30 of each year, there is given to each member of the Society whose name is on the list of voters prepared under Subsections 6.3 and 6.4 the following:

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- (a) a ballot containing in alphabetical order the names of all candidates for election as a director and an indication whether the candidate has been nominated by the Nominating Committee;
- (b) instructions on how to vote;
- (c) a declaration of eligibility to vote;
- (d) biographical information received from the candidates.

Notwithstanding the foregoing provisions of this Subsection 6.7, if the number of persons nominated pursuant to Subsection 6.2 is equal to the number of directors to be elected in a year as determined under Subsection 6.6, then voting as prescribed by this Subsection 6.7 will not be necessary and the persons nominated pursuant to Subsection 6.2 and 10.3(b) shall be elected as directors by acclamation.

6.8 Accidental omission

The accidental omission to include any ordinary member of the Society on the list of voters prepared under Subsections 6.3 and 6.4 or give the material referred to in Subsection 6.7 to any ordinary member of the Society or the non-receipt of the material does not invalidate an election.

6.9 Validity of ballot

For a ballot to be valid, the ordinary member must:

- (a) vote in accordance with the instructions with the ballot;
- (b) confirm their ordinary membership by submitting the electronic voting permission in accordance with the instructions with the ballot; and
- (c) vote for exactly the number of candidates to be elected.

6.10 Replacement ballot or electronic voting permission

The Chief Executive Officer may issue a replacement ballot or electronic voting permission to an ordinary member who satisfies the Chief Executive Officer that the ballot or electronic voting permission has been mistakenly trashed or deleted or was not received. The Chief Executive Officer must keep a record of voters to whom a replacement ballot or electronic voting permission has been issued and provide a report to the president of the Board on a timely basis.

6.11 End of election

The election of Directors by ballot ends at 4:00 p.m. on the second Friday in August of each year.

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6.12 Verification of the results of the election

The Board must verify the results of the election by reviewing the report on the results of the ballots, in consultation with the service provider who provides the ballot service.

6.13 Declaration and notice of candidates elected

The chair of the Nominating Committee must declare elected the candidates elected by acclamation under Subsection 6.7 or, if a ballot is conducted under Subsection 6.7, the chair of the Nominating Committee must declare elected the candidates who receive the greatest number of votes up to the number of directors to be elected. If, as a result of a tie vote, the chair of the Nominating Committee cannot determine all of the candidates elected, the successful candidate will be determined by the drawing of lots under the supervision of the Chief Executive Officer. The Chair of the Nominating Committee will (a) notify the nominees of the results of the election by the third Friday in August following the election and (b) notify the Board and the ordinary members by posting a notice on the website maintained by the Society by the second Friday in September following the election.

6.14 Review by Executive Committee

- (a) A candidate who is not elected in an election for directors may apply in writing to the Executive Committee for a review of the election by no later than the fourth Friday in August following the election and he or she must state in the application the reasons for requesting a review
- (b) Upon receipt of an application under subsection 6.14(a), the Executive Committee must forthwith review the application. On or before the 2nd Friday in September following the election the Executive Committee must make its decision regarding the election and must notify in writing the candidate who made application under subsection 6.14(a) of its decision. The decision of the Executive Committee will be final and the Executive Committee will not be required to give its reasons for its decision.
- (c) The Chief Executive Officer must retain the voting records and other documents relating to an election for at least 14 days after the election or, if a review is taken under Subsection 6.14(b), until that review has been completed.

7. DIRECTORS

7.1 Duties and powers

The Directors must manage the activities and the affairs of the Society and may exercise all the powers of the Society.

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7.2 Composition of board

The Board of Directors of the Society consists of:

- (a) the immediate past president if her term as Chair of the Board did not end with her resignation or her removal from office with cause;
- (b) those persons elected by the members of the Society in accordance with Section 6 who have not ceased to hold office;
- (c) any additional directors appointed by the Board of Directors under Subsections 7.6 and 7.7.

7.3 Qualification

Subject to Subsections 7.20 and 7.21, a person must be a member of the Society to become or act as a director of the Society, and no person is qualified to become or act as a director of the Society who is under the age of 19 years or is an employee of the Society, of any Branch or of the national office of the Canadian Mental Health Association.

7.4 Term of office

A director elected pursuant to Section 6 shall hold office for a term of three years, ending at the earlier of the conclusion of the annual general meeting in the third year following his or her election or until he or she ceases to hold office pursuant to Subsection 7.5.

7.5 Vacation of office

A director ceases to hold office

- (a) when that director dies or resigns in accordance with Subsection 7.10;
- (b) unless excused by the Board, if that director does not attend (in person, by telephone or other communications facilities) two consecutive meetings of the Board;
- (c) if that director is not qualified under Subsection 7.3;
- (d) if holding office as immediate past Chair of the Board, when the next Chair of the Board becomes eligible to hold office as a director under Paragraph 7.2(a);
- (e) if that director is removed from such office in accordance with Subsection 7.10.

7.6 Casual vacancies

The Board may at any time and from time to time appoint a member as a director to fill a casual vacancy in the Board.

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7.7 Additional directors

The Directors may from time to time appoint up to five additional Directors on the basis of identified need. If none of the existing elected Directors is a Person with Lived Experience, then at least one additional Director appointed pursuant to this Subsection must be a Person with Lived Experience. If none of the existing elected Directors is a Youth, then at least one additional Director appointed pursuant to this Subsection must be a Youth.

7.8 Term of appointed director

The term of office of a director appointed by the Directors under Subsection 7.6 shall be for the balance of the term of office of the director whose vacancy in the Board they were appointed to fill. The term of office of a director appointed by the Directors under Subsection 7.7 shall be for a term of up to three years to be determined in the discretion of the Directors.

7.9 Remuneration and expenses

In accordance with section 3B of the constitution of the Society, except as expressly provided in these Bylaws and subject to the constitution of the Society, the Society may not pay any remuneration or profit, directly or indirectly, to any director for services as a director, but the Society may defray any expenses incurred by a director on behalf of the Society with the approval of the Directors.

7.10 Resignation and removal

A director may at any time resign by notice in writing delivered to the secretary and may be removed before the expiry of her period of office by ordinary resolution of the members.

7.11 Meetings

The Directors must hold meetings on the number of occasions and at such time and upon such notice, if any, as the Directors may by resolution determine, and the Directors may make such rules and regulations for the conduct of their business as they think fit, provided that such rules and regulations are not inconsistent with the constitution of the Society and these Bylaws.

7.12 Voting

Questions arising at any meeting of the Directors will be decided by a majority of votes and the presiding officer may not vote on any motion or resolution except in the case of an equality of votes at any meeting of the Directors, when the presiding officer is entitled to a deciding vote.

7.13 Quorum

The quorum necessary for the transaction of business of the Board of Directors is a simple majority of the Board of Directors.

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7.14 Calling of Directors' meeting

Meetings of the Directors may be called by the Chair of the Board of the Society or under the written direction of any five directors, and no formal notice of any meeting of the Directors is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence. No notice is required for any meeting held immediately following an annual general meeting for the purpose of appointing officers of the Society and members of committees for the period until the next annual general meeting.

7.15 Meetings by telephone

One or more directors may participate in a meeting of the Board or of any committee of the Directors by telephone or other communications facilities if all directors participating in the meeting are able to communicate with each other.

7.16 Presence and quorum at telephone meetings

A director participating in a meeting in accordance with Subsection 7.14 will be deemed to be present at the meeting and will be counted in the quorum for that meeting and be entitled to speak and vote at that meeting.

7.17 Indemnification

Subject to the *Societies Act*, the Society must indemnify and save harmless each director from and against costs, charges or expenses arising out of the execution of the duties of his office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Society except such costs, charges or expenses as are occasioned by his own wilful act or default.

7.18 Insurance

- (a) The Society must purchase and maintain insurance for the benefit of a person who is or was a director or officer of the Society and that person's personal representatives and estate against any liability incurred by any such person as director or officer of the Society; and
- (b) The Society may purchase and maintain insurance for the benefit of any other person who has undertaken or is about to undertake any liability on behalf of the Society and that person's personal representatives and estate against any liability incurred by any such person in such capacity.

7.19 Consent resolution

A resolution in writing signed by all of the Directors is as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted.

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7.20 Maximum Terms of Directors

No director may hold office for more than three consecutive terms of three years each and in any event, no director may hold office for more than 10 consecutive years (either period being to as the “Maximum Term”). If an individual holds office as a director for the Maximum Term, he or she may be considered as a nominee for a Directorship only after one year has passed since the expiry of the Maximum Term.

7.21 Cooling-off Period

No current or former director shall be considered for employment with the Society until one year has passed since the completion of that individual’s most recent term as a director. No current or former employee of or consultant to the Society or a Branch will be eligible as a nominee for director until one year has passed since the termination of that individual’s employment or consulting engagement with the Society or a Branch.

8. OFFICERS

8.1 Elected officers

The Directors must elect amongst themselves the following officers

- (a) Chair of the Board;
- (b) Vice-Chair;
- (c) Secretary; and
- (d) Treasurer.

8.2 Term of elected officers

Officers elected under Subsection 8.1 will hold office until their successors are duly elected, subject to removal from office by the Board of Directors at any time with or without cause and with or without notice.

8.3 Multiple offices

The offices of secretary and treasurer may be held by the same individual.

8.4 Chief Executive Officer

The Directors may from time to time appoint a Chief Executive Officer of the Society with such authority and such duties as are determined by the Directors. Except as restricted by a specific resolution of the Board or the Executive Committee, the Chief Executive Officer has the right to notice of and to attend all meetings of the Board and all committees of the Board.

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8.5 Other officers

The Directors may from time to time appoint such other officers and agents and authorize the employment of such other persons as may be necessary to carry out the objects of the Society and such officers, agents and employees will have such authority and perform such duties as are determined by the Directors.

8.6 Duties of Chair of the Board

The Chair of the Board will provide leadership to the Society and is responsible for working closely with all Officers to carry out the directions of the Board. The Chair of the Board may preside at all meetings of Directors.

8.7 Duties of the Vice-Chair

A Vice-Chair is responsible to assist the Chair of the Board at all times in any or all of the duties of the Chair of the Board as the Chair of the Board decides.

8.8 Duties of treasurer

The treasurer is responsible to:

- (a) keep such financial records, including books of account, as are necessary to comply with the *Societies Act*, and
- (b) render financial statements to the Directors, members and others when required.

8.9 Duties of secretary

The secretary is responsible to:

- (a) conduct the correspondence of the Society;
- (b) issue notice of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the treasurer; and
- (e) maintain a register of members.

8.10 Duties of other officers

The authority and duties of other officers, agents and employees will be as determined from time to time by the Directors.

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9. EXECUTIVE COMMITTEE

9.1 Establishment

There is hereby constituted an executive committee (the “Executive Committee”) chaired by the Chair of the Board and otherwise consisting of the immediate past Chair of the Board (if her term as president did not end with her resignation or her removal from office with cause), the Vice-Chair, the secretary and the treasurer.

9.2 Powers of the Executive Committee

The Executive Committee will have, and may exercise (subject to the restrictions, if any, as may be specified in a resolution of the Board of Directors) during the intervals between the meetings of the Board, all powers of the Board except the power to change the membership of, or fill vacancies in, the Executive Committee or the Nominating Committee and except the power to appoint or remove officers appointed by the Board.

9.3 Minutes of meetings

The Executive Committee must keep regular minutes of its transactions and must cause them to be recorded in books kept for that purpose and must report them to the Board of Directors at such times as the Board of Directors may from time to time require.

9.4 Continuing authority of Board

The Board may at any time revoke or override the authority given to or acts done by the Executive Committee except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of the Executive Committee and to fill vacancies in it.

9.5 Rules of procedure

The Executive Committee may make rules for the conduct of its business and may appoint such assistants as it may deem necessary.

10. NOMINATING COMMITTEE

10.1 Establishment of Nominating Committee

There is hereby constituted a nominating committee (the “Nominating Committee”) chaired by the immediate past Chair of the Board or such other director that the Board considers appropriate. At least six months before each annual general meeting, the Board of Directors is responsible to appoint at least three ordinary members of the Society to the Nominating Committee and, in doing so, must ensure that:

- (i) the members of the committee represent different areas of the Province;

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- (ii) at least one member of the committee represents an area outside the Greater Vancouver Regional District; and
- (iii) at least one member of the committee is a self-identified Person with Lived Experience.

10.2 Request for Nominations

Each year, the chair of the Nominating Committee will give a notice in writing to the other members of the Nominating Committee requesting nominations for the election of directors as provided for in Section 6. The notice must generally describe the knowledge and experience that the Board considers necessary or desirable in respect of potential nominees to meet the organizational needs of the Society as determined by the Board.

10.3 Duties of the Nominating Committee

The Nominating Committee is responsible to:

- (a) consider people who might be nominated as directors for election as provided for in Section 6 and, in doing so, consider the principle that the Directors as a group should meet the organizational needs of the Society as determined by the Board;
- (b) present a slate of persons for election as directors as provided for in Section 6;
- (c) make recommendations to the Board at its meeting immediately following the conclusion of each annual general meeting regarding the officers of the Society.

10.4 Nomination of members of the Nominating Committee

Any person nominated by the Nominating Committee for election as a director must forthwith resign from the Nominating Committee.

10.5 Continuing authority of Board

The Board may at any time terminate the appointment or change the membership of the Nominating Committee and to fill vacancies in it.

11. GENERAL COMMITTEES

11.1 Appointment of committees

The Directors may by resolution appoint:

- (a) committees consisting of such number of members of their body as they think fit and may delegate to such committee, between meetings of the Board of Directors, any powers of the Directors (except the power to change the membership of, or fill vacancies in, any such committee and except the power to appoint or remove

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officers appointed by the Board) subject to such limitations as may be prescribed by the Directors;

- (b) such other committees chaired by a Director appointed by the Board of Directors and otherwise consisting of such members, who need not be members of the Board of Directors, or non-members of the Society, for such purposes as the Directors think fit, but the Directors may not delegate to any such committee any power of the Board of Directors.

11.2 Chair of the Board and Chief Executive Officer as member of all committees

The Chair of the Board is an *ex officio* member of every committee appointed pursuant to this Section, and except as restricted by a specific resolution of the Board, the Chief Executive Officer is an *ex officio* member of every committee appointed pursuant to this Section.

11.3 Proceedings of committees

The Executive Committee, the Nominating Committee and any committee appointed pursuant to this Section may meet and adjourn as it thinks proper and may make rules for the conduct of their business and may appoint such assistants as they deem necessary, subject to the following rules:

- (a) a majority of the members of such a committee constitute a quorum;
- (b) questions arising at any meeting of the committee will be determined by majority of votes of the members of such committee present, and the presiding officer may not vote on any motion or resolution except in the case of an equality of votes at any general meeting, when the presiding officer is entitled to a deciding vote;
- (c) a resolution approved in writing by all the members of the committee will be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted.

11.4 Minutes

Every committee appointed pursuant to this Section must keep regular minutes of its transactions and meetings and must cause them to be recorded in books kept for that purpose, and must report on its transactions and meetings to the Directors at such time as the Directors may require.

11.5 Revocation of authority

The Directors may at any time revoke or override any authority given to or any act done by any committee appointed pursuant to these Bylaws.

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12. FINANCIAL

12.1 Borrowing

Subject to Subsections 12.2 and 12.3, for the purposes of carrying out the objects of the Society, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular but without limiting the generality of the foregoing, the Directors may from time to time:

- (a) borrow money on the credit of the Society; and
- (b) issue, sell or pledge securities of the Society; and
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings, to secure any security or any money borrowed, or other debt, or any other obligation or liability of the Society.

12.2 Issue of debentures

Despite Subsection 12.1, the Society must not issue any debentures without the sanction of a special resolution of the Society.

12.3 Restriction of borrowing

The members may by special resolution restrict the borrowing powers of the Directors until the next annual general meeting.

12.4 Negotiation of loans

From time to time the Directors may authorize any director, officer or employee of the Society or any other person to make arrangements concerning the money borrowed or to be borrowed pursuant to these Bylaws, the terms and conditions of any such loan and the securities to be given for such loan, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any money borrowed or remaining due by the Society as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Society.

12.5 Investment

The funds of the Society not required for immediate use may be kept on deposit in a chartered bank governed by the *Bank Act* (Canada) or a credit union or trust company licensed to carry on business under the laws of British Columbia or may be invested in securities in which trustees are for the time being authorized by law to invest.

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13. AUDITOR

13.1 Appointment of auditor

If the Society is a reporting society, then at each annual general meeting of the Society, the general meeting must appoint a qualified person, who is not a director, officer or employee of the Society, to hold office as auditor until the close of the next annual general meeting and, if the general meeting fails to do so, the Directors must forthwith make such an appointment.

13.2 Remuneration

The Directors may fix the remuneration of the auditor.

13.3 Casual vacancy

The Directors may fill any casual vacancy in the office of auditor.

13.4 Rights of auditor

The auditor may attend any general meeting of the Society.

14. NOTICES

14.1 Notice

Any notice to members or directors under these Bylaws must be in writing and may be given by personal delivery, by mail or by Electronic Transmission addressed to the member or director at the address of that member given in the register of members of the society or director given in the register of directors of the society, including the member's or director's e-mail address. The inadvertent failure to give notice to any member of a meeting of the Society, including an annual general meeting, or any director of director's meeting of the Society does not invalidate the notice, the meeting, or any business of the meeting.

14.2 Time of receipt

If notice is delivered, it will be deemed to have been given at the time of transmission or delivery.

14.3 Time of receipt if mailed

If notice is mailed, it will be deemed to have been received 48 hours following the date of mailing of the notice.

14.4 Interruption of mail service

If there is an interruption in normal mail service due to strike, labour unrest or other cause at or before the time a notice is required to be given the notice will be (a) posted on the website

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maintained by the Society; and (b) sent by the Society to the Branches for posting by each Branch at their respective office. Any such notice will be deemed to have been given on the date of the posting of the notice on the website.

14.5 Deemed notice of general meetings

Notwithstanding any other provision in this Section 14, if the Society has more than 250 members, notice of a general meeting will be deemed to have been given if:

- (a) notice is sent to the every member who has provided an email address to the Society, by Electronic Transmission to that email address; and
- (b) notice of the meeting is posted, throughout the period commencing at least 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.

14.6 Record date

For the purpose of determining which members are entitled to notice of, or to vote at, a general meeting, the record date is the 14th day before the date by which these Bylaws require that the notice of the meeting be given to the members.

15. MISCELLANEOUS

15.1 Financial year

The financial year of the Society will be the calendar year ending on March 31 in each year or such other period as the Directors decide from time to time.

15.2 Inspection of records

The records of the Society will be open to the inspection of the Directors. The following records of the Society will be open to the inspection of the members:

- (a) the Society's certificate of incorporation;
- (b) each certified copy, furnished to the Society by the Registrar of Companies of the Province of British Columbia, of the constitution of the Society, the Bylaws, and the statement of Directors and registered office of the Society;
- (c) each confirmation, other certificate or certified copy of a record furnished to the Society by the Registrar of Companies of the Province of British Columbia, other than in response to a request;

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- (d) a copy of each order made in respect of the Society by any court or tribunal, or a federal, provincial or municipal government body, agency or official;
- (e) the Society's register of Directors;
- (f) each written consent to act as director and each written resignation of a director;
- (g) a copy of every record evidencing a disclosure by a director or senior manager;
- (h) the Society's register of members;
- (i) members' minutes of meetings and written resolutions; and
- (j) the financial statements of the Society and the auditor's report, if any, on those financial statements.

The following records of the Society will be open to the inspection of members as determined at the discretion of the Board:

- (a) the Board and the Executive Committee's minutes of meetings and written resolutions; and
- (b) adequate accounting records.

15.3 Extent of right to inspect register of members

Notwithstanding Subsection 15.2, the Board may, by Directors' resolution, restrict the members' rights to inspect the Society's register of members if the Board is of the opinion that the inspection would be harmful to the Society or to the interests of one or more of its members.

15.4 The seal

The seal of the Society must be kept in the custody of the secretary of the Society and must not be affixed to any instrument except by and in the presence of any two directors of the Society, or in the presence of such officer, officers, director or directors as may be prescribed by a resolution of the Directors.

16. CONFLICTS OF INTEREST

16.1 Disclosure of interest

A director of the Society who is, directly or indirectly, interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his or her interest to each other director.

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16.2 Accountability

A director referred to in Subsection 16.1 shall account to the Society for profit made as a consequence of the Society entering or performing the proposed contract or transaction:

- (a) unless
 - (i) he or she discloses his or her interest as required by Subsection 16.1;
 - (ii) after his or her disclosure the proposed contract or transaction is approved by the Directors; and
 - (iii) he or she abstains from voting on the approval of the proposed contract or transaction; or
- (b) unless
 - (i) the contract or transaction was reasonable and fair to the Society at the time it was entered into and
 - (ii) after full disclosure of the nature and extent of his or her interest in the contract or transaction it is approved by special resolution.

16.3 Quorum

A director referred to in Subsection 16.1 shall not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.