

BY-LAWS

1. INTERPRETATION

1.1. In these By-laws, unless the context otherwise requires:

“Society” means the “Trans-Himalayan Aid Society”.

“Directors” or “Board of Directors” or “Board” means the Directors of the Society for the time being.

“Member” means a person who is admitted to membership in the Society pursuant to these By-laws.

“Societies Act” means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments thereto.

1.2. In construing these By-laws, reference shall be had to the *Societies Act* and words and expressions used in these By-laws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

2. MEMBERSHIP

2.1. Any person interested in the objectives of the Society may apply to the Directors for membership in the Society and on payment of the annual membership dues shall become a Member.

2.2. The Board may at any time invite persons to become Honorary Members. An Honorary Member shall be an individual who has or can provide assistance to the Society in the pursuit of its objectives and, further, is an individual who has in the past performed volunteer work for the Society. Honorary Members may be appointed, at the discretion of the Board, for life or for a limited period and shall enjoy all the privileges of membership in the Society.

2.3. Every Member shall uphold the Constitution and comply with these By-laws.

2.4. The annual membership dues shall be determined by the Board. If the annual membership dues are not determined by the Board the annual dues will remain the same as the annual dues for the previous membership year.

2.5. Save as herein provided, all Members shall enjoy the full rights and privileges of membership in the Society.

2.6. A person shall cease to be a Member of the Society:

- (a) by delivering their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or by emailing it to the Society;
- (b) on his or her death, or in the case of a corporation, society or association, on dissolution;
or
- (c) on having been a Member not in good standing for twelve (12) consecutive months.

2.7. Any Member may be expelled from membership in the Society by resolution passed by not less than two-thirds of the Directors. The person who is the subject of a proposed expulsion shall be given an opportunity to be heard before a resolution under this By-law 2.7 is put to a vote.

2.8. All Members are in good standing except those Members who have failed to pay their current membership fee or any other subscription or debt due and owing by them to the Society and they shall not be in good standing for as long as their membership fee or other debt remains unpaid.

3. MEETINGS OF MEMBERS

3.1. General meetings of the Society shall be held at such time and place in accordance with the *Societies Act*, as the Directors may decide.

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

3.3. The annual general meeting of the Society shall be held at least once every calendar year and within six months of the fiscal year end.

3.4. An extraordinary general meeting shall be called by the Board of Directors at the written requisition of not less than 10% of the Members of the Society. The requisition must state the required business in 200 words or less, and must be sent to each Director. The Board must issue the call for the meeting within 21 days of receiving the request, and the meeting must be held within 60 days. The Society shall reimburse the requisitionists for their costs, unless the meeting resolves otherwise.

3.4.1. An extraordinary general meeting shall be called by the Secretary at the request of two-thirds of the Directors of the Society.

3.4.2. A proposal for consideration at a general meeting shall be added to the agenda for a general meeting at the written requisition or not less than 5% of the Members of the Society, unless the same proposal was considered in either of the previous two calendar years. The proposal must be stated in 200 words or less, and must be received at least seven days before notice of the meeting is sent.

3.5. Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business. Notice of a general meeting must also include the text of any special resolution to be presented at the meeting. Such notice shall be given as follows:

- (a) by sending email or mail to each Member, not less than 14 days before the meeting, and not more than 60 days before the meeting; or
- (b) by posting the notice in a prominent location on the Society's website for not less than 21 days before the meeting.

3.6. Special business is all business at an extraordinary general meeting except the adoption of rules of order, and all business that is transacted at an annual general meeting except:

- (a) the adoption of rules of order;
- (b) the consideration of financial statements;
- (c) the report of the Directors;
- (d) the report of the auditor(s), if any;
- (e) the election of Directors;
- (f) the appointment of officers;
- (g) the appointment of the auditor, if required; and
- (h) such other business as under these by-laws ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with a notice of the coming meeting.

3.7. The President shall preside over all meetings of the Members as Chair. In the absence of the President, the Vice President shall act as Chair. In the absence of the President and Vice President, the Members present shall by simple majority elect one of the Directors present at the meeting to act as Chair for the meeting. In the absence of the President, Vice President, or any other Director, or if the President and all other Directors present are unwilling to act as Chair, the Members present shall by simple majority elect one of their number to be Chair.

3.8. At any general meeting a quorum shall consist of ten Members. If within thirty minutes of the time appointed for an extraordinary general meeting a quorum is not present, the meeting shall be dissolved. In any other case the meeting shall stand adjourned for a period of thirty minutes whereupon the adjourned meeting shall be reconvened at the same place, and the Members present shall constitute a quorum.

3.9. No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be transacted at any general meeting unless a quorum of Members is present. 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.

3.10. The Chair may, with the consent of the majority of the Members present at any general meeting where a quorum is in attendance, and shall if so directed by at least two thirds of the Members present at such meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

3.11. At all annual general meetings of the Society the order of business shall be as follows:

- (a) meeting called to order;
- (b) minutes of the last meeting;
- (c) business arising out of the minutes;
- (d) election of Directors and appointment of officers;
- (e) President's report;
- (f) appointment of auditor(s);
- (g) Treasurer's report to Members on financial statements;
- (h) consideration of financial statements;
- (i) reports of other officers and committees;
- (j) announcement of new Directors and Officers; and
- (k) new business;

provided that the Chair may suspend the order of business and replace it with any other order of business.

3.12. Unless at any given meeting of the Members the Chair determines otherwise, Roberts' Rules of Order shall apply to all general meetings of the Society.

3.13. All questions at Annual General Meetings and Extraordinary General Meetings shall be decided by a simple majority of eligible voters present, except for:

- (a) motions of having the effect of changing the Constitution of the Society which will require approval of not fewer than two-thirds of the members present; and
- (b) any other situation designated by the *Societies Act*.

3.14. The Secretary shall cause minutes of every meeting of Members to be taken, and such minutes shall be signed by the Chair of the meeting and the Secretary after approval at the next succeeding meeting.

3.15. At any meeting of the Members, any Member in good standing present in person shall be entitled to one (1) vote. No Member is entitled to more than one (1) vote.

3.16. At any meeting of the Society a resolution put to the vote at the meeting shall be decided by a show of hands or, if the Chair deems it necessary, by ballot. A declaration by the Chair that such resolution has been carried, or carried unanimously, and an entry to that effect in the minutes of the Society, shall be conclusive evidence of the passing of the resolution.

3.17. In the case of an equality of votes, the Chair shall have a casting vote, this being the only vote the Chair shall cast.

3.18. A Member which is a corporation, society or other association may vote by its duly authorized representative, who shall be entitled to speak and vote, and in all other respects exercise the rights of a Member.

4. *DIRECTORS*

4.1. The affairs of the Society shall be managed by a Board of Directors. The Directors may exercise all such powers and do all such acts and things that the Society may exercise and do, and which are not by these By-laws or statute or otherwise lawfully directed or required to be exercised or done by the Society in general meetings.

4.2. No rule or motion made or passed by the Society in any meeting of the Members shall invalidate a prior act of the Directors that would have been valid if that rule or motion had not been made or passed.

4.3. The number of Directors shall be five or such greater number as may be determined from time to time at a general meeting.

4.4. A Director shall be required to be a Member of the Society.

4.5. The Directors shall retire from office at each annual general meeting when their successors shall be elected. An election may be by acclamation, otherwise it shall be by ballot. A Director shall be eligible for re-election.

4.6. The Directors may at any time and from time to time appoint a qualified person as a Director to the Board. A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society but is eligible for re-election at that meeting.

4.7. A Director shall cease to be a director if:

- (a) he or she resigns his or her directorship by delivering a notice in writing to the address of the Society;
- (b) he or she becomes bankrupt;
- (c) he or she is declared or becomes of unsound mind;

- (d) he or she ceases to be a member;
- (e) he or she is convicted of an indictable offence;
- (f) he or she is removed in accordance with By-law 4.8.

4.8. A Director may be removed by a resolution of the Directors. The person who is the subject of a proposed removal shall be given an opportunity to rectify the situation before a resolution under this By-law 4.8 is put to a vote. To be carried, the vote requires a majority of no less than two-thirds of those Directors present.

4.9. The Directors may be reimbursed for reasonable expenses incurred in connection with the business of the Society but otherwise no remuneration is to be paid to any Director for acting as such.

5. PROCEEDINGS OF DIRECTORS

5.1. The Board of Directors shall meet no fewer than four times in each year. It shall be the responsibility of the President to call such meetings at a time and place convenient to the Directors. A quorum of the Board of Directors shall be five members.

5.2. Notice of any meeting of the Directors shall be given to each Director not less than two (2) days before the meeting is to take place, provided that meetings of the Directors may be held at any time without formal notice if all Directors are present, or if those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.

5.3. The President shall be Chair of all meetings of the Directors, but if at any time meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President shall act as Chair, but if neither is present, the Directors present may choose one of their number to be Chair at that meeting.

5.4. In case of an equality of votes, the Chair shall have a casting vote.

5.5. The Secretary shall cause the minutes of every meeting of Directors to be taken and such minutes shall be signed by the Chair of the meeting and by the Secretary after approval at the next succeeding meeting.

5.6. A resolution in writing signed by 80% of the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Such resolution may be in one or more counterparts, each signed by one or more Directors, which together shall be deemed to constitute one instrument.

5.7. All acts done at any meeting of the Directors or of a committee of Directors, or by any persons acting as Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or

that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

5.8. The Directors may make such rules and regulations for the conduct of their affairs and the affairs of the Society as they deem desirable provided that such rules and regulations are not inconsistent with these By-laws or the *Societies Act*.

6. COMMITTEES

6.1. The Board shall have the power to set up such committees as it may deem appropriate to act on its behalf.

7. OFFICERS

7.1. Subject to By-law 7.3, the Society shall have as Officers, a President, Vice-President, Secretary and Treasurer who shall be Directors of the Society.

7.2. All Officers of the Society shall hold office for a minimum of three (3) consecutive years.

7.3. The office of Secretary and Treasurer may be held by the same person, in which event such person may be known as the Secretary-Treasurer.

7.4. An Officer shall cease to be an Officer if:

- (a) he or she resigns their office by delivering a notice in writing to the address of the Society; or
- (b) he or she ceases to be a Director.

7.5. In the event of a vacancy in one or more of the above positions it shall be the responsibility of the Board of Directors to elect a replacement who will serve only until the subsequent Annual General Meeting but will be eligible for re-election.

7.6. The President shall be an ex-officio member of all Committees of the Board except the Nominating Committee and shall attend their meetings at his or her discretion.

7.8. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice-President shall carry out the duties of the President. The Vice-President shall also undertake such duties as from time to time may be prescribed by the President or the Directors.

7.9. The Secretary shall ensure that:

- (a) minutes of all matters transacted at all meetings of the Directors and Members are properly recorded and kept;

- (b) Members are notified of their admission to the Society;
- (c) the Annual Statement of the Society is filed with the Registrar of Companies of British Columbia within the period prescribed by the *Societies Act*, together with such other information as may be required thereunder. The Secretary shall also provide any other information concerning the Society required by the Registrar of Companies;
- (d) the Register of Members and the Register of Directors are kept and maintained;
- (e) notices of meetings of the Society and Directors are issued;
- (f) all records and documents of the Society are safeguarded except those records and documents which are the responsibility of the Treasurer.

7.10. The Treasurer shall ensure that:

- (a) accurate financial records of all transactions pertaining to the Society be maintained;
- (b) a periodic statement of the Society's accounts are made available to members of the Board and any others with a legitimate interest;
- (c) the funds of the Society are invested soundly, and in keeping with the Society's objectives.

7.11. The Officers shall perform such other duties as may be authorized by the Directors.

7.12. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

7.13. Officers shall serve without remuneration.

8. *BANKING AND FINANCES*

8.1. The Directors shall administer the funds and property of the Society and shall designate the place at which bank accounts of the Society shall be kept. Signing officers and limits shall be determined by the Directors.

8.2. The Directors shall have full responsibility and authority to determine the manner in which income and funds of the Society shall be distributed to achieve the objectives of the Society and any determination of the Directors made or authorized under this By-law shall be final.

8.3. For the purpose of carrying out the objectives of the Society, the Directors may raise money in such manner as they think fit, provided that full and accurate accounting of such activities is made to the subsequent Annual General Meeting and that money shall not be borrowed without the sanction of a special resolution of the Members of the Society.

9. *FISCAL YEAR*

9.1. The fiscal year of the Society shall end on March 31 in each year.

10. *INSPECTION OF RECORDS*

10.1. The annual financial statements of the Society and the minutes of meetings of Directors and Members shall be open for inspection by any Member at any time during the business hours of the office of the Society.

10.2. A Member in good standing may request permission to inspect the Register of Members. However, such access will be restricted, in accordance with the *Societies Act*, section 25, subsection (7). The written request must be submitted to the Board of Directors in accordance with the procedure described in the Act, section 25, subsection 4.

10.3. In accordance with the *Societies Act*, section 20, subsection 2c, the Society maintains accounting records. Unlike the annual financial statements, access to the accounting records of the Society is not available to Members, in order to protect the privacy of donors. Access to the accounting records is limited to the Board of Directors, and to staff as designated by the Board.

12. *LIQUIDATION*

12.1. The Society shall be liquidated or wound-up if at any general meeting a resolution for the liquidation of the Society is passed by a special resolution; provided however, that one (1) month's notice shall be given of any such proposal.

12.2. In the event of the winding-up or dissolution of the Society, all the funds and assets of the Society remaining after payment or satisfaction of all costs, charges, expenses, debts and liabilities of the society shall be distributed or disposed of to the charitable organizations within the area of operation of the Society, whose objectives most nearly accord with those of the Society, and the members of the Society shall not have any interest in the property or assets of the Society upon the Society ceasing to exist. This was previously an unalterable provision of the Society's constitution.

13. *LIABILITY OF MEMBERS*

13.1. No Member of the Society shall in his or her individual capacity be liable for any debts or liabilities of the Society.

14. *LIMIT OF LIABILITY OR INDEMNITY*

14.1. Subject to the *Societies Act*, no Director or Officer for the time being of this Society shall be liable for the acts, receipts, neglect or defaults of any Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, conversion, misapplication, misappropriation of or any damage resulting from any dealings with any moneys or other assets belonging to the Society or for any other loss, damage, misfortune whatever which may happen

in the execution of the duties of his or her respective office unless the same shall happen by or through breach of duty or breach of trust of which he or may she be guilty in relation to the Society.

14.2. Subject to the *Societies Act*, the Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or is serving as a Director, Officer, employee or agent of the Society, his or her heirs, and personal representatives against any liability incurred by him or her in that capacity.

15. AMENDMENTS TO BY-LAWS

15.1. The By-laws of the Society shall not be altered except by a two-thirds majority of the members present at an Annual General Meeting or an Extraordinary General Meeting called for the purpose.

16. CHARITABLE STATUS

16.1. The affairs of the Society, the Members, Officers and Directors shall at all times be structured, regulated, conducted and administered so that the Society shall at all times qualify as and be a “charitable foundation” and “public foundation” as those terms are defined from time to time by the *Income Tax Act* of Canada, and the Members, Officers and Directors shall do all such things that may be required to further the intent and purpose of this By-law.

16.2. All assets of the Society including any donations, capital, income and profits shall at all times be used in promoting the purposes of the Society, and no person connected with the Society, be they a Member, Officer, Director or otherwise, other than persons who may be deemed to be employees of the Society, shall derive any personal gain or profit arising as a result of his or her association with the Society.

17. GENERAL

17.1. The Board of Directors shall annually establish a Nominating Committee, whose responsibility it shall be to solicit and nominate members for the Offices of the Society and for membership on the Board of Directors. The Nominating Committee shall consist of at least three Members none of whom are among those nominated for the positions of President, Secretary or Treasurer. The Chair of the Nominating Committee shall be a member of the Board. The Nominating Committee shall report directly to the Annual General Meeting.

17.2. Representation of the Society at meetings held either in Canada or abroad or on inspection tours abroad by any of the Directors or Members of the Society shall first be authorized by the Board of Directors as part of the agenda of its regular meetings. The Board may also, at its discretion, authorize full or partial payment of expenses incurred as a result of such participation in meetings or inspection tours.

17.3. The Society may, if authorized by the Board of Directors, subscribe to, become a member of, and co-operate with any other society or association, whether incorporated or not, where objectives are in whole or in part similar to its own objectives.

17.4. It shall be the duty of every Member of the Society to furnish the Society with his or her mailing address and advise the Society of any change thereof.

17.5. The Society is not a reporting society for the purposes of the *Societies Act*.