



contact@braininjuryalliance.ca www.braininjuryalliance.ca

CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

Carol Prest
CAROL PREST

Contents

Bylaws of the 2014 Brain Injury Alliance.....	5
PART 1 - INTERPRETATION.....	5
1.1 Definitions.....	5
1.2 Society Act Definitions.....	6
PART 2 - MEMBERSHIP.....	6
2.1 Community agency as Members.....	6
2.2 Directors as Members.....	6
2.3 Expulsion of Member.....	7
2.4 Cessation of Membership.....	7
2.5 Dues.....	7
2.6 Standing of Members.....	7
2.7 Compliance with Bylaws.....	7
PART 3 - MEETINGS OF MEMBERS.....	7
3.1 Time and Place of General Meetings.....	7
3.2 Extraordinary General Meeting.....	7
3.3 Calling of Extraordinary General Meeting.....	7
3.4 Notice of General Meeting.....	8
3.5 Contents of Notice.....	8
3.6 Omission of Notice.....	8
3.7 Annual General Meetings.....	8
PART 4 - PROCEEDINGS AT GENERAL MEETINGS.....	8
4.1 Special Business.....	8
4.2 Requirement of Quorum.....	9
4.3 Loss of Quorum.....	9
4.4 Quorum.....	9
4.5 Lack of Quorum.....	9
4.6 Chair.....	9
4.7 Alternate Chair.....	9
4.8 Adjournment.....	9
4.9 Notice of Adjournment.....	10
4.10 Motions need not be Seconded.....	10
4.11 Ordinary Resolution Sufficient.....	10



contact@braininjuryalliance.ca www.braininjuryalliance.ca

4.12	Entitlement to Vote.....	10
4.13	No Casting Vote.....	10
4.14	Procedure for Voting.....	10
4.15	Voting by Proxy.....	10
4.16	Ordinary Resolution in Writing.....	10
4.17	Special Resolution in Writing.....	11
4.18	Copy of Special Resolution to be filed with the Registrar.....	11
PART 5 - DIRECTORS.....		11
5.1	Powers of Directors.....	11
5.2	Management of Property and Affairs.....	11
5.3	Number of Directors.....	11
5.4	Election of Directors.....	11
5.5	Term of Office.....	12
5.6	Consecutive Terms.....	12
5.7	Term Limit.....	12
5.8	Voiding of Ballot.....	12
5.9	Directors Eligibility.....	12
5.10	Election of Less than Required Number of Directors.....	12
5.11	Directors Subscribe and Support Purposes.....	13
5.12	Removal of Directors.....	13
5.13	Replacement of Directors.....	13
5.14	Invalidation of Acts.....	13
5.15	Cessation of Directors.....	13
5.16	Remuneration of Directors.....	14
5.17	Powers of the Board.....	14
5.18	Board Enabled to Receive Donations.....	14
5.19	Investment of Property and Standard of Care.....	14
5.20	Investment in Mutual or Pooled Funds.....	14
5.21	Investment Advice.....	14
5.22	Delegation of Investment Authority to Agent.....	15
5.23	Additional Directors.....	15
PART 6 - PROCEEDINGS OF THE BOARD.....		15
6.1	Procedure of Meetings.....	15
6.2	Quorum.....	15



contact@braininjuryalliance.ca www.braininjuryalliance.ca

6.3	Chair of Meetings.....	15
6.4	Alternate Chair.....	16
6.5	Calling of Meetings.....	16
6.6	Notice.....	16
6.7	Motions need not be Seconded.....	16
6.8	Simple Majority Sufficient.....	16
6.9	No Casting Vote.....	16
6.10	Procedure for Voting.....	16
6.11	Resolution in Writing.....	16
6.12	Waiver of Notice by Absent Director.....	17
PART 7 -	COMMITTEES.....	17
7.1	Delegation to Committees.....	17
7.2	Rules.....	17
7.3	Meetings.....	17
7.4	Executive Committee.....	17
7.5	Power to Transact Business.....	17
7.6	Standing and Special Committees.....	18
PART 8 -	DUTIES OF OFFICERS.....	18
8.1	Election of Officers.....	18
8.2	Secretary and Treasurer Required.....	18
8.3	Removal of Officers.....	18
8.4	Replacement.....	18
8.5	Duties of Chair.....	18
8.6	Duties of Secretary.....	19
8.7	Duties of Treasurer.....	19
8.8	Absence of Secretary at Meeting.....	19
8.9	Combination of Offices of Secretary and Treasurer.....	19
PART 9 -	SEAL.....	19
9.1	No Seal.....	19
9.2	Execution of Instruments.....	20
PART 10 -	BORROWING.....	20
10.1	Powers of Directors.....	20
10.2	Issuance of Debentures.....	20
PART 11 -	AUDITOR.....	20



contact@braininjuryalliance.ca www.braininjuryalliance.ca

11.1	Requirement.....	20
11.2	First Auditor.....	20
11.3	Appointment of Auditor at Annual General Meeting.....	20
11.4	Removal of Auditor.....	21
11.5	Notice of Appointment.....	21
11.6	Restrictions on Appointment.....	21
11.7	Attendance at Annual General Meetings.....	21
PART 12 – NOTICES.....		21
12.1	Entitlement to Notice.....	21
12.2	Method of Giving Notice.....	21
12.3	When Notice Deemed to Have Been Received.....	21
12.4	Days to be Counted in Notice.....	22
PART 13 - MISCELLANEOUS.....		22
13.1	Inspection of Records.....	22
13.2	Participation in Board and Committee Meetings.....	22
13.3	Rules Governing Notice, Board Resolutions and Ordinary Resolutions.....	22
13.4	Right to Become Member of other Society.....	23
13.5	Not a Reporting Society.....	23
PART 14 - INDEMNIFICATION.....		23
14.1	Indemnification of Directors and Officers.....	23
14.2	Indemnification of Past Directors and Officers.....	23
14.3	Advancement of Expenses.....	23
14.4	Approval of Court and Term of Indemnification.....	23
14.5	Indemnification not Invalidated by Non-Compliance.....	24
14.6	Purchase of Insurance.....	24
PART 15 - BYLAWS.....		24
15.1	Entitlement of Members to copy of Constitution and Bylaws.....	24
15.2	Special Resolution required to Alter or Add to Bylaws.....	24
PART 16 - NON-PROFIT BRAIN INJURY COMMUNITY ASSOCIATIONS.....		24
PART 17 – ACTIVITIES OF THE SOCIETY.....		24
PART 18 – WINDING UP OR DISSOLUTION.....		24



Bylaws of the 2014 Brain Injury Alliance

(Reformatted For Society Transition November 28, 2018)

PART I - INTERPRETATION

1.1 Definitions

In these Bylaws and the constitution of the Alliance, unless the context otherwise requires:

- a) "address of the Alliance" means the address of the Alliance as filed from time to time with the Registrar in the Notice of Address;
- b) "Board" means the directors acting as authorized by the constitution and these Bylaws in managing or supervising the management of the affairs of the Alliance and exercising the powers of the Alliance;
- c) "Board resolution" means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those directors who are present in person or are present via conference call and are entitled to vote at such meeting; or
 - (ii) a resolution that has been delivered to all of the directors by mail or e-mail, and consented to in writing by mail or e-mail by 75% of the directors who would have been entitled to vote on the resolution, and that has been ratified at a later meeting of the Board;
- d) "Bylaws" means the bylaws of the Alliance as filed in the Office of the Registrar;
- e) "Chair" means a person elected to the office of Chair in accordance with these Bylaws;
- f) "constitution" means the constitution of the Alliance as filed in the Office of the Registrar;
- g) "directors" means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a "director" means any one of them;
- h) "Income Tax Act" means the Income Tax Act, R.S.C. 1985 (5th Supp.), c. 1 as amended from time to time;
- i) "members" means the applicants for incorporation of the Alliance and those persons who have subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members, and a "member" means any one of them;
- j) "community agency" means an incorporated locally led non profit group, which engages in providing comprehensive services to survivors of acquired brain injury



contact@braininjuryalliance.ca www.braininjuryalliance.ca

- k) "ordinary resolution" means a resolution passed in a general meeting of the members of the Alliance by a simple majority of the votes cast.
- l) "registered address" means:
 - (i) in the case of a community agency, the registered address of the community agency, and
 - (ii) in the case of a director, the address recorded for the director in the register of directors.
- m) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- n) "Alliance" and "2014 BIAS" mean "The 2014 BC Brain Injury Alliance";
- o) "Society Act" means the Society Act R.S.B.C. 1996, c. 433, as amended from time to time;
- p) "special resolution" means a resolution passed in a general meeting of the members of the Alliance where:
 - (i) a majority of not less than 75% of the votes of those members of the Alliance who are in attendance, and being entitled to do so, vote,
 - (ii) not less than 14 days' notice has been provided, in accordance with the Bylaws, and
 - (iii) the notice specifies the intention to propose the resolution as a special resolution.

1.2 Society Act Definitions

The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws and the constitution of the Alliance.

PART 2 - MEMBERSHIP

2.1 Community agency as Members

Each community agency with a signed agreement with the Alliance is a member.

Each community agency will be assigned one vote. A representative from the community agency will attend the meetings and vote on behalf of the community agency.

2.2 Directors as Members

Directors duly elected at an annual general meeting, or appointed by the Board or by an ordinary resolution of members during the year to fill a vacancy; automatically become members of the Alliance.



contact@braininjuryalliance.ca www.braininjuryalliance.ca

2.3 Expulsion of Member

A member may be expelled by an ordinary resolution.

2.4 Cessation of Membership

A community agency ceases to be a member upon the effective date of the termination of the community agency's agreement with the Alliance.

A director ceases to be a member of the Alliance when the director ceases to be a director in accordance with these Bylaws.

2.5 Dues

There shall be no annual membership dues.

2.6 Standing of Members

All members are deemed to be in good standing.

2.7 Compliance with Bylaws

Every member shall uphold the constitution and comply with these Bylaws.

PART 3 - MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

The general meetings of the Alliance shall be held at such time and place, in accordance with the Society Act, as the Board shall decide.

3.2 Extraordinary General Meeting

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

3.3 Calling of Extraordinary General Meeting

The Board may, whenever it thinks fit, convene an extraordinary general meeting.



3.4 Notice of General Meeting

The Alliance shall give not less than 14 days written notice of a general meeting to those members entitled to receive notice; but those members may waive or reduce the period for a particular meeting by unanimous consent in writing.

3.5 Contents of Notice

Notice of a general meeting shall specify the place, the day and the hour of the meeting.

3.6 Omission of Notice

The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting,

3.7 Annual General Meetings

The first annual general meeting of the Alliance shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 Special Business

Special business is:

- a) all business at an extraordinary general meeting except the adoption of rules of order; and
- b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the directors;
 - (iv) consideration of the report of the auditor;
 - (v) the election of directors;
 - (vi) the appointment of the auditor; and



contact@braininjuryalliance.ca www.braininjuryalliance.ca

- (vii) 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.

4.2 Requirement of Quorum

No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present in person or via conference call on the approved conference call number.

4.3 Loss of Quorum

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.

4.4 Quorum

A quorum at a general meeting is the greater of one-tenth of the members or 7 persons.

4.5 Lack of Quorum

If within 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 next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

4.6 Chair

The Chair of the Alliance shall, subject to a Board resolution appointing another person, chair all general meetings; but if at any general meeting the Chair, or such alternate person appointed by a Board resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the members present may choose one of their numbers to chair that meeting.

4.7 Alternate Chair

If a person presiding as chair of a general meeting 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 members present at such meeting, he or she may preside as chair.

4.8 Adjournment



contact@braininjuryalliance.ca www.braininjuryalliance.ca

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.

4.9 Notice of Adjournment

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 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

4.10 Motions need not be Seconded

No resolutions proposed at a general meeting need be seconded.

4.11 Ordinary Resolution Sufficient

Any issue at a general meeting, which is not required, by these Bylaws or the Society Act to be decided by a special resolution shall be decided by an ordinary resolution.

4.12 Entitlement to Vote

A member in good standing is entitled to one vote.

4.13 No Casting Vote

The person chairing a general meeting, providing he or she is a member of the Alliance, may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have been defeated.

4.14 Procedure for Voting

Voting shall be by show of hands or voice vote recorded by the secretary of the meeting. When the meeting is held by teleconference, the chair shall request that any person not in favour of the resolution identify themselves. If the majority of those in attendance are opposed the resolution is defeated. For a special resolution, if over 25% of those in attendance are opposed the resolution is defeated.

4.15 Voting by Proxy

Voting by proxy is not permitted.

4.16 Ordinary Resolution in Writing

Ordinary resolutions at the society's AGM can only be made when personally present at the meeting, in person or via approved conference call number.



contact@braininjuryalliance.ca www.braininjuryalliance.ca

4.17 Special Resolution in Writing

A special resolution at the society's AGM can only be made when personally present at the meeting, in person or via approved conference call number

4.18 Copy of Special Resolution to be filed with the Registrar

A copy of any special resolution passed in accordance with the Bylaws shall be filed with the Registrar in the prescribed form and shall not take effect until such copy is accepted by the Registrar.

PART 5 - DIRECTORS

5.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Alliance 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 general meeting, but subject, nevertheless, to the provisions of:

- a) all laws affecting the Alliance; and
- b) these Bylaws.

5.2 Management of Property and Affairs

The property and the affairs of the Alliance shall be managed by the Board.

5.3 Number of Directors

The number of directors shall be not less than five and not more than six and shall be determined by Board resolution from time to time.

In addition, be it resolved to amend Alliance By-Law 5.3 allowing for an increase in the number of directors from six to eight members.

(Resolution filed and registered May 27, 2017)

5.4 Election of Directors

5.4.1 Nominations and voting for Directors

Nominations for directors should be received prior to the annual general meeting. In the event that there are more candidates than positions available on the board, ballots will take place at the annual general meeting. Candidates shall be deemed to be elected in order of those candidates receiving the most votes until the maximum number of directors has been reached. Nominations from the floor at the annual general meeting will be received.



contact@braininjuryalliance.ca www.braininjuryalliance.ca

5.4.2 Ratification of Directors

Directors elected in accordance with these Bylaws shall take office commencing at the close of such meeting.

5.5 Term of Office

Elections for directors shall normally be held at the annual general meeting and the term of office of directors shall normally be 2 years. However, the directors may, by Board resolution, determine that some or all vacant director positions shall have a term of less than two years, the length of such term to be determined by the directors in their discretion. For purposes of calculating the duration of a director's term of office, the term shall be deemed to end at the close of the next annual general meeting.

5.5.5.1 One Time Amendment

To ensure board continuity during these first years of operations directors unanimously agree that we will amend the 2014 Brain Injury Alliance Society (the Alliance) By-Law 5.5 to include a one-time amendment, to be enacted at the society's 2015 Annual General Meeting, allowing for five Alliance directors to be elected for three year terms and three directors to be elected for two year terms.
(Resolution filed and registered May 27, 2015)

5.6 Consecutive Terms

Directors may be elected for consecutive terms.

5.7 Term Limit

A director may serve for no more than 6 consecutive terms. Subject to a Board resolution, under exceptional circumstances a director's term may be extended beyond six terms.

5.8 Voiding of Ballot

No member shall vote for more directors than the number of vacant positions for directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

5.9 Directors Eligibility

To be eligible for election as a director of the Alliance, a person must be approved by the directors by Board resolution.

5.10 Election of Less than Required Number of Directors

Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected or appointed and the result is that



contact@braininjuryalliance.ca www.braininjuryalliance.ca

the number of directors would fall below three, the person previously elected or appointed as director shall continue to hold office until such time as successor directors are elected or appointed.

5.11 Directors Subscribe and Support Purposes

Every director shall unreservedly subscribe to and support the purposes of the Alliance.

5.12 Removal of Directors

5.12.1 General

The members may by special resolution remove any director at any time and may elect or appoint a person as a replacement director and determine the term of such replacement director.

5.12.2 Removal for cause

A director may be removed for cause by Board resolution. For purposes of this section, removal for cause includes:

- a) missing 3 consecutive meetings without notice;
- b) not adhering to the principles and values espoused by the Alliance; and
- c) misappropriation of funds or other criminal activity.

5.13 Replacement of Directors

Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal in accordance with these Bylaws and the number of directors is then less than three, the remaining directors may appoint a person as a replacement director to take the place of such director until the next annual general meeting.

5.14 Invalidation of Acts

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

5.15 Cessation of Directors

A director shall automatically cease to be a director of the Alliance:

- a) at the end of the annual general meeting in the year when the director's term expires;
- b) upon the date which is the later of the date of delivering his or her resignation in writing, by mail or delivered in person to the secretary or the Chair of the Alliance or to the address of the Alliance and the effective date of the resignation stated thereon;



contact@braininjuryalliance.ca www.braininjuryalliance.ca

- c) upon his or her death; or
- d) upon being removed in accordance with these Bylaws.

5.16 Remuneration of Directors

A director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Alliance.

5.17 Powers of the Board

The Board shall have the power to make expenditures and loans, whether or not secured or interest bearing for the purposes of furthering the purposes of the Alliance including its investment purposes. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Alliance for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds to the Alliance, or assumed by the Alliance in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

5.18 Board Enabled to Receive Donations

The Board shall take such steps as it deems necessary to enable the Alliance to receive donations, bequests, funds, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Alliance. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, or contract.

5.19 Investment of Property and Standard of Care

If the directors are required to invest funds on behalf of the Alliance, the directors may invest the property of the Alliance in any form of property or security in which a prudent investor might invest. The standard of care required of the directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Alliance.

5.20 Investment in Mutual or Pooled Funds

Investment of the property in the Alliance may be made by the directors of the Alliance or by any agent or delegate of theirs in any mutual fund, common trust fund, pooled fund or similar investment.

5.21 Investment Advice

The directors may obtain advice with respect to the investment of the property of the Alliance and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.



5.22 Delegation of Investment Authority to Agent

The directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Alliance's property that a prudent investor might delegate in accordance with ordinary business practice.

5.23 Additional Directors

The directors may appoint one or more additional directors between annual general meetings, but the number of additional directors appointed under Bylaw 5.23 shall not at any time exceed 3 during any such period. Until their term expires at the end of the next annual general meeting, directors appointed under this section are members of the Alliance.

PART 6 - PROCEEDINGS OF THE BOARD

6.1 Procedure of Meetings

After issue of the certificate of incorporation, a meeting of the directors shall be held at which the directors may:

- a) appoint officers;
- b) make banking arrangements;
- c) appoint an auditor to hold office until the first annual general meeting; and
- d) transact any other business.

Subsequent meetings of the Board may be held at any time and place determined by the Board, provided that two days' notice of such meeting shall be sent to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place 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 Alliance.

6.2 Quorum

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 the directors.

6.3 Chair of Meetings

The Chair of the Alliance shall, subject to a Board resolution appointing another person, chair all meetings of the Board; but if at any Board meeting the Chair or such alternate person appointed by a Board resolution, is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.



6.4 Alternate Chair

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, he or she may preside as chair.

6.5 Calling of Meetings

A director may at any time, and the secretary at the request of a director shall, convene a meeting of the Board.

6.6 Notice

For the purposes of the first meeting of the Board held immediately following the appointment or election of a director or directors at an annual or other general meeting, 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.

6.7 Motions need not be Seconded

No resolutions proposed at a meeting of the Board need be seconded.

6.8 Simple Majority Sufficient

Any issue at a meeting of the Board, which is not required, by these Bylaws or the Society Act to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.

6.9 No Casting Vote

The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

6.10 Procedure for Voting

Voting shall be by show of hands or voice vote recorded by the secretary of the meeting. When the meeting is held by teleconference, the chair shall request that any person not in favour of the motion identify themselves. If the majority of those in attendance are opposed, the motion is defeated.

6.11 Resolution in Writing

A Board resolution in writing which has been passed at a meeting outside of a scheduled Board meeting and is 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



contact@braininjuryalliance.ca www.braininjuryalliance.ca

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 deemed to be passed 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 Waiver of Notice by Absent Director

A director who contemplates being or is absent from British Columbia may, by letter, facsimile, or electronic mail, send or deliver to the address of the Alliance a waiver of notice of any meeting of the Board for a period not longer than three months 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.

PART 7 - COMMITTEES

7.1 Delegation to Committees

The Board may delegate any, but not all, of its powers to committees, which may be in whole or in part composed of directors as it, thinks fit.

7.2 Rules

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 directors may determine.

7.3 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees shall be governed by the rules set out in these Bylaws governing proceedings of the Board. Decisions shall be limited to the terms of reference associated with the committee.

7.4 Executive Committee

The Board may establish an executive committee consisting of three or more officers elected by the Board in accordance with these Bylaws.

7.5 Power to Transact Business



contact@braininjuryalliance.ca www.braininjuryalliance.ca

Subject to the control of the Board, the executive committee shall have power to transact all business of the Alliance in the interim between meetings of the Board. The executive committee shall meet at the call of the chair of the executive committee.

7.6 Standing and Special Committees

The Board may create such standing and special committees as may from time to time be required. 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 a Board resolution. 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.

PART 8 - DUTIES OF OFFICERS

8.1 Election of Officers

At the first meeting of the Board immediately after the annual general meeting, the Board shall elect from among the directors a Chair together with such other officers as are required in accordance with these Bylaws who shall hold office until the first meeting of the Board held after the next following annual general meeting.

8.2 Secretary and Treasurer Required

The Board shall appoint a secretary and a treasurer and may appoint and remove such other officers of the Alliance, as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

8.3 Removal of Officers

A person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than two-thirds of the directors present.

8.4 Replacement

Should the Chair or any other officer for any reason not be able to complete his or her term, the Board shall remove such officer from his or her office and shall elect a replacement without delay.

8.5 Duties of Chair

The Chair shall supervise the other officers in the execution of their duties and shall preside at all meetings of the Alliance and of the directors.



8.6 Duties of Secretary

The secretary shall be responsible for making the necessary arrangements for:

- a) the issuance of notices of meetings of the Alliance and Board;
- b) the keeping of minutes of all meetings of the Alliance and Board;
- c) the custody of all records and documents of the Alliance except those required to be kept by the treasurer;
- d) the maintenance of the register of members; and
- e) the conduct of the correspondence of the Alliance.

8.7 Duties of Treasurer

The treasurer shall be responsible for making the necessary arrangements for:

- a) the keeping of such financial records, reports and returns including books of account, as are necessary to comply with the Society Act and the Income Tax Act; and
- b) the rendering of financial statements to the directors, members and others when required.

8.8 Absence of Secretary at Meeting

If the secretary is absent from any meeting of the Alliance or the Board, the directors present shall appoint another person to act as secretary at that meeting.

8.9 Combination of Offices of Secretary and Treasurer

The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

PART 9 - SEAL

9.1 No Seal

No seal is required.



contact@braininjuryalliance.ca www.braininjuryalliance.ca

9.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Alliance may be signed by:

- a) the Chair together with the secretary or the treasurer, or
- b) any two directors

and all contracts, documents and instruments in writing so signed shall be binding upon the Alliance without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers, or any person or persons, on behalf of the Alliance either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 10 - BORROWING

10.1 Powers of Directors

No director may, on behalf of or in the name of the Alliance, raise or secure the payment or repayment of money in any manner including the granting of guarantees without the authorization of a special resolution.

10.2 Issuance of Debentures

No debenture shall be issued without the authorization of a special resolution.

PART 11 – AUDITOR

11.1 Requirement

This part applies only where the Alliance is required or has resolved to have an auditor.

11.2 First Auditor

The first auditor shall be appointed by the Board, which shall also fill any vacancy occurring in the office of auditor.

11.3 Appointment of Auditor at Annual General Meeting

At each annual general meeting, the Alliance shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Society Act.



contact@braininjuryalliance.ca www.braininjuryalliance.ca

11.4 Removal of Auditor

An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Society Act.

11.5 Notice of Appointment

An auditor shall be promptly informed in writing of his appointment or removal.

11.6 Restrictions on Appointment

No director or employee of the Alliance shall be auditor.

11.7 Attendance at Annual General Meetings

The auditor may attend general meetings.

PART 12 – NOTICES

12.1 Entitlement to Notice

Notices of a general meeting shall be given to:

- a) every person shown on the register of members as a member on the day the notice is given; and
- b) the auditor.

No other person is entitled to be given notice of a general meeting.

12.2 Method of Giving Notice

A notice may be given to a member either personally, by delivery, facsimile, or electronic mail, or by first class mail posted to the member's registered address.

12.3 When Notice Deemed to Have Been Received

A notice sent by 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 either personally, by delivery, facsimile, or electronic mail, or by first class mail shall be deemed to have been given on the day it was so delivered or sent.



12.4 Days to be Counted in Notice

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.

PART 13 - MISCELLANEOUS

13.1 Inspection of Records

The members shall from time to time determine whether and to what reasonable extent, times and places and under what conditions or regulations the documents, including the books of account, of the Alliance and minutes of meetings of the Board shall be open to the inspection of members of the Alliance not being directors. In the absence of such determination by the members, the documents, including the books of account, of the Alliance shall be open to inspection by any member of the Alliance not being a director.

13.2 Participation in Board and Committee Meetings

13.2.1 Method of Participation

Any meeting of the Alliance, the Board or any committee may also be held, or any member, director or committee member may participate in any meeting of the Alliance, the Board or any committee, by telephone or video conference call or similar communication equipment so long as all the members, directors, or persons participating in the meeting can see or hear and respond to one another.

13.2.2 Request to Attend a Meeting

Notice of a person, other than a board or committee member, requesting to attend a meeting:

- a) of which the person not a member, or
- b) to make a representation to the board or a committee

must be received by e-mail by the secretary at least 7 days in advance of the meeting. The person requesting attendance must be a member, or belong to a community agency that is a member. A person who belongs to a community agency may be different from the named representative of the community agency and does not require the approval of the community agency to attend.

Persons, other than Board or committee members, who attend Board and committee meetings, are not entitled to vote at the meeting.

13.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in these Bylaws shall apply to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.



contact@braininjuryalliance.ca www.braininjuryalliance.ca

13.4 Right to Become Member of other Society

The Alliance shall have the right to subscribe to, become a member of and cooperate with any other society, corporation or Alliance whose purposes or objectives are in whole or in part similar to the Alliance's purposes.

13.5 Not a Reporting Society

Subject to an order of the Registrar pursuant to the Society Act stating that the Alliance is a "reporting society" as defined under the Society Act, the Alliance shall be deemed not to be a "reporting society".

PART 14 - INDEMNIFICATION

14.1 Indemnification of Directors and Officers

Subject to the provisions of the Society Act, each director and each officer of the Alliance will be indemnified by the Alliance against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that person may be made a party by reason of being or having been a director or officer of the Alliance.

14.2 Indemnification of Past Directors and Officers

To the extent permitted by the Society Act, the Alliance will indemnify and hold harmless every person heretofore, now or hereafter serving as a director or officer of the Alliance and that person's heirs and personal representative.

14.3 Advancement of Expenses

To the extent permitted by the Society Act, all costs, charges and expenses incurred by a director or officer with respect to any claim, action, suit or proceeding may be advanced by the Alliance prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

14.4 Approval of Court and Term of Indemnification

The Alliance will apply to the court for any approval of the court which may be required to make the indemnities herein effective and enforceable. Each director and each officer of the Alliance on being elected or appointed will be deemed to have contracted with the Alliance upon the terms of the foregoing indemnities.



contact@braininjuryalliance.ca www.braininjuryalliance.ca

14.5 Indemnification not Invalidated by Non-Compliance

The failure of a director or officer of the Alliance to comply with the provisions of the Society Act, or of the Constitution or these Bylaws will not invalidate any indemnity to which he or she is entitled under this part.

14.6 Purchase of Insurance

The Alliance may purchase and maintain insurance for the benefit of any or all directors, officers, employees or agents against personal liability incurred by any such person as a director, officer, employee or agent.

PART 15 - BYLAWS

15.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each member is entitled to and upon request the Alliance shall provide him or her with a copy of the constitution and bylaws of the Alliance.

15.2 Special Resolution required to Alter or Add to Bylaws

These Bylaws shall not be altered or added to except by special resolution.

PART 16 - NON-PROFIT BRAIN INJURY COMMUNITY ASSOCIATIONS

A list of the non-profit brain injury community associations, which have signed agreements, is maintained on an on-going basis at the Alliance's office and is available upon written request submitted to the Alliance.

PART 17 – ACTIVITIES OF THE SOCIETY

The activities of the Alliance shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Alliance shall be used in promoting the purposes of the Alliance. This paragraph was previously unalterable.

PART 18 – WINDING UP OR DISSOLUTION

Upon winding-up or dissolution of the Alliance, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment to members of the Alliance of any arrears of or expenses, and after payment of any debts of the Alliance, shall be distributed to such charities, registered under the provisions of the Income Tax Act, or such "qualified donees" allowed under the Income Tax Act, as shall be designated by the board who conduct operations within British Columbia. Any of such funds remaining which had originally been received for specific purposes shall, wherever possible, be distributed



contact@braininjuryalliance.ca www.braininjuryalliance.ca

to “qualified donees” or charities registered under the provisions of the Income Tax Act carrying on work of a similar nature to such specific purposes. This paragraph was previously unalterable.

Original Constitution and Bylaws approved by the members at an extraordinary meeting April 9, 2014

Parts 17 and 18 moved into the Bylaws from the Constitution in July 2018 for Society Transition.