

Minutes of the Federation of Asian Canadian Lawyers (British Columbia) Society

("FACL" or the "Society")

Extraordinary General Meeting ("EGM")

Held via videoconference

on June 12, 2020 at 5:00 p.m. (PT)

CHAIR AND SECRETARY

Samson Chan acted as Chair of the Meeting and Steven Ngo acted as Secretary.

NOTICE AND CONSTITUTION

Samson welcomed the members and provided the agenda. The EGM was duly convened and properly called to order at 5:02 pm. Samson verified that we have a quorum with 34 voting members present in person or represented by proxy.

1. PRESIDENT'S REPORT


Samson provided the context behind the proposed amendments to the by-laws being: (1) permit FACL BC to host general meetings, including the AGM, through electronic means; (2) the addition of the role of a Vice President - Marketing to the board of directors, who will also be part of the FACL BC executive committee; (3) an amendment to the role of the Secretary; and (4) general clean-up of the by-laws to ensure consistency and clarity.


2. VOTING ON THE SPECIAL RESOLUTION

Samson put a motion to adopt the following special resolution attached hereto, which was seconded by Oliver. Voting was conducted through an electronic poll and was unanimously approved. The motion is carried and the special resolution has been approved.

3. TERMINATION

There being no further business, the EGM was adjourned at 5:15 p.m. (PT).

DocuSigned by:

C1CE102F490245A...
Samson Chan
Chair

DocuSigned by:

51813EEB95E24B0...
Steven Ngo
Secretary

FEDERATION OF ASIAN CANADIAN LAWYERS (BRITISH COLUMBIA) SOCIETY
(the “Society”)

SPECIAL RESOLUTION
TO BE APPROVED AT A GENERAL MEETING OF THE MEMBERS

WHEREAS, the existing Bylaws of the Society restricted Voting Members from participating and voting in General Meetings by telephone, electronic means or any other form of communication;

WHEREAS, due to the declaration of a state of emergency in the Province of British Columbia on March 18, 2020, pursuant to Ministerial Order No. M116 (British Columbia) (the “**Order**”), the Society is permitted, subject to certain conditions, to hold any corporate meeting solely by telephone or other mediums of communication; and

WHEREAS, pursuant to the Order, the Society wishes to hold an Extraordinary General Meeting of the Members entirely by electronic means and for such meeting to have Members, *inter alia*, consider certain amendments to the existing Bylaws of the Society.

NOW THEREFORE, BE IT RESOLVED, by way of a special resolution, **THAT**:

- (a) the existing Bylaws of the Federation of Asian Canadian Lawyers (British Columbia) Society (the “**Existing Bylaws**”) be deleted in their entirety, and the Bylaws attached at Schedule “A” hereto be and are hereby adopted as the new Bylaws of the Federation of Asian Canadian Lawyers (British Columbia) Society (the “**New Bylaws**”);
- (b) further to the special resolution described in paragraph (a) and for greater certainty, all amendments to the Existing Bylaws as a result of the adoption of the New Bylaws (such amendments as reflected in the blackline comparison document attached at Schedule “B” hereto) be and are hereby approved;
- (c) the Society, or by way of an agent, file a bylaw alteration application with the BC Registrar of Companies to give effect to the new Bylaws;
- (d) any one director of the Society, signing alone, be and is hereby authorized and directed to do, sign, execute and deliver all such documents and instruments, and to do any such further acts and things, as may be necessary to give full effect to this resolution or as may be required to carry out the full intent and meaning thereof;
- (e) Lawson Lundell LLP be appointed as the Society’s agent to electronically file the bylaw alteration application with the Registrar; and
- (f) all steps and proceedings which have already been taken by one or more director of the Society to give effect to the foregoing are hereby confirmed, approved and ratified.

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SCHEDULE "A"

(see attached)

BYLAWS OF FEDERATION OF ASIAN CANADIAN LAWYERS (BRITISH COLUMBIA) SOCIETY**TABLE OF CONTENTS**

PART 1. DEFINITIONS AND INTERPRETATION	1
1.1 Definitions.....	1
1.2 Definitions in the Act Apply.....	3
1.3 Numbering, Headings and Construction.....	3
1.4 Conflict Between Act, Bylaws, Policies or Regulations.....	3
1.5 Decisions by the Board and Committees.....	4
PART 2. MEMBERS	4
2.1 Application for Membership.....	4
2.2 Membership Classes.....	4
2.3 Duties of Members.....	5
2.4 Amount of Membership Fees.....	5
2.5 Member in Good Standing.....	5
2.6 Rights and Benefits of Voting Members in Good Standing.....	5
2.7 Rights and Benefits of Non-Voting Members in Good Standing.....	6
2.8 Cessation of Membership.....	6
2.9 Termination or Suspension of Membership.....	6
PART 3. GENERAL MEETINGS OF MEMBERS	7
3.1 Time and Location of General Meeting.....	7
3.2 Calling an Extraordinary General Meeting.....	7
3.3 Ordinary Business at General Meeting.....	7
3.4 Notice of General Meetings.....	8
3.5 Notice Requirements Regarding Approval of Documents.....	9
3.6 Chair of General Meeting.....	9
3.7 Alternate Chair of General Meeting.....	9
3.8 Quorum Required.....	9
3.9 Quorum for General Meetings.....	9
3.10 Lack of Quorum at Commencement of Meeting.....	9
3.11 If Quorum Ceases to be Present.....	10
3.12 Adjournments by Chair.....	10
3.13 Notice of Continuation of Adjourned General Meeting.....	10
3.14 Order of Business at General Meeting.....	10

3.15	Methods of Voting.....	10
3.16	Voting by Proxy	11
3.17	Announcement of Result	11
3.18	Matters Decided at General Meeting by Ordinary Resolution.....	11
3.19	Voting in General Meetings	11
3.20	Minutes of General Meetings	11
PART 4.	DIRECTORS	11
4.1	Number of Directors.....	11
4.2	Qualifications of Directors	12
4.3	Terms of Office of Directors	12
4.4	Appointment, Election or Acclamation.....	13
4.5	Directors May Fill Vacancy on Board	15
4.6	Removal of Director.....	15
4.7	Director Cease to Hold Office.....	15
4.8	No Invalidity of Actions.....	16
PART 5.	DIRECTORS' MEETINGS	16
5.1	Calling Directors' Meeting.....	16
5.2	Notice of Directors' Meeting	16
5.3	Proceedings Valid Despite Omission to Give Notice	16
5.4	Conduct of Board Meetings	16
5.5	Quorum of Directors	16
PART 6.	DUTIES OF EXECUTIVE, SECRETARY AND DELEGATION	16
6.1	Role of President	16
6.2	Role of Vice-President External.....	17
6.3	Role of Vice-President Internal.....	17
6.4	Role of Vice-President Marketing.....	17
6.5	Role of Secretary	17
6.6	Absence of Secretary From Board Meeting.....	17
6.7	Role of Treasurer.....	17
6.8	Role of Advisory Director.....	18
6.9	Delegation of Duties of Board	18
PART 7.	REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY	18
7.1	Remuneration of Directors	18
7.2	Signing Authority	19

PART 8. BORROWING	19
8.1 Borrowing.....	19
PART 9. INDEMNIFICATION OF DIRECTORS & SENIOR MANAGERS	19
9.1 Definitions for this Part.....	19
9.2 Indemnification	20
9.3 Indemnification or Payment Prohibited	20
9.4 Society to Apply for Court Approval.....	21
9.5 Deemed Contract of Indemnification.....	21
9.6 Insurance	21
PART 10. ACCESS TO RECORDS OF THE SOCIETY	21
10.1 Locations of Records.....	21
10.2 Inspection by Members	21
10.3 Copies of Records.....	21
PART 11. POLICIES	22
11.1 Establishing Policies for the Society	22
11.2 Amendment or Cancellation of Policies.....	22

PART 1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws:

- (a) “**Act**” means the *Societies Act* of British Columbia as amended from time to time;
- (b) “**Advisory Director**” shall be the Director who provides strategic advice and guidance to the President and shall conduct him/herself in accordance with these Bylaws and any Policies of the Society;
- (c) “**Annual General Meeting**” means the meeting of Members held once a calendar year in accordance with and subject to the Act;
- (d) “**Area Representative**” shall be a Director responsible for organizing and facilitating FACL BC activities and events in certain geographic regions in BC, as determined by the Board, and performing any other duties as determined by the Executive;
- (e) “**Associate Member**” means a person approved for membership pursuant to Article 2.1 and is eligible to be a Member pursuant to Article 2.2(d);
- (f) “**British Columbia Law Schools**” means Thompson Rivers University, Faculty of Law; University of British Columbia, Peter A. Allard School of Law; and University of Victoria, Faculty of Law;
- (g) “**Board**” means the Directors of the Society as elected or appointed from time to time and who are the directors of the Society for the purposes of the Act;
- (h) “**Bylaws**” means these bylaws as altered from time to time;
- (i) “**Constitution**” means the constitution of the Society;
- (j) “**Directors**” means those individuals who have become Full Member Directors or Student Directors through election or appointment in accordance with these Bylaws and who have not ceased to be directors; and a “**Director**” means any one of them;
- (k) “**Directors at Large**” means the directors who are elected or appointed to the Board, and who are not an Executive, the Area Representatives, the Gala Chair Representative, National Representative, Secretary or a Student Director;
- (l) “**Eligible Party**” has the same meaning as set out in Article 9.1;
- (m) “**Eligible Proceeding**” has the same meaning as set out in Article 9.1;
- (n) “**Executive**” has the meaning set out in Article 4.1(a)(i), and forms part of the Board;
- (o) “**Expense**” has the same meaning as set out in Article 9.1;

- (p) **“Extraordinary General Meeting”** means any general meeting of the Members held in accordance with these Bylaws other than an Annual General Meeting;
- (q) **“Full Member”** means a person approved for membership pursuant to Article 2.1 and is eligible to be a Member pursuant to Article 2.2(b);
- (r) **“Full Member Directors”** includes the Executive, the Area Representatives, the Directors at Large, the Gala Chair Representative, National Representative and Secretary;
- (s) **“Gala Chair Representative”** shall be the Director responsible for the Society’s annual gala and perform any other duties as determined by the Executive.
- (t) **“General Meeting”** means the Annual General Meeting or an Extraordinary General Meeting;
- (u) **“Member”** means a Non-Voting Member or Voting Member;
- (v) **“Membership Fees”** means the annual membership and enrollment fees, and any other fees of membership;
- (w) **“National Representative”** shall be a Director responsible for liaising with other chapters of FACL in Canada and affiliated organizations outside of Canada, and performing any other duties as determined by the Executive;
- (x) **“Non-Voting Member”** means an Associate Member;
- (y) **“Ordinary Business”** has the meaning set out in Article 3.3;
- (z) **“Ordinary Resolution”** means any of the following:
 - (i) a resolution passed at a General Meeting by a simple majority of the votes cast by the Voting Members in good standing of the Society who, being entitled to do so, vote at such General Meeting; or
 - (ii) a resolution consented to in writing, after being sent to all of the Voting Members in good standing at the time, by at least 2/3 of such Voting Members in good standing;
- (aa) **“Penalty”** has the same meaning as set out in Article 9.1;
- (bb) **“Policies”** has the meaning set out in Article 11.1;
- (cc) **“Representative”** has the same meaning as set out in Article 9.1;
- (dd) **“Secretary”** shall be a Director responsible for secretarial and governance duties of the Society, and performing any other duties as determined by the Executive;
- (ee) **“Senior Manager”** has the same meaning as set out in the Act;

(ff) **“Special Business”** means all business at a General Meeting, except Ordinary Business;

(gg) **“Special Resolution”** means any of the following:

- (i) a resolution passed at a General Meeting by at least 3/4 of the votes cast by the Voting Members in good standing of the Society who, being entitled to do so, vote at such General Meeting; or
- (ii) a resolution consented to in writing by all of the Voting Members in good standing;

(hh) **“Special Resolution of the Board”** shall mean any of the following:

- (i) a resolution adopted at a Board meeting, where quorum is met, by at least 3/4 of the Directors at such meeting; or
- (ii) a resolution consented to in writing by all of the Directors then in office.

(ii) **“Society”** means the Federation of Asian Canadian Lawyers (British Columbia) Society, which is also known as FACL BC;

(jj) **“Student Directors”** shall be comprised of Student Members who are directors pursuant to the requirements as set forth in Article 4.4(f);

(kk) **“Student Member”** means a person approved for membership pursuant to Article 2.1 and is eligible to be a Member pursuant to Article 2.2(c); and

(ll) **“Voting Member”** means a Student Member or Full Member.

1.2 Definitions in the Act Apply

Except where otherwise provided, the definitions in the Act apply to these Bylaws.

1.3 Numbering, Headings and Construction

- (a) Numbering and headings in these Bylaws are provided for convenience only and do not affect the meaning or interpretation of these Bylaws.
- (b) Words implying the feminine shall be interpreted as the masculine, and words implying the plural shall be interpreted as the singular, and vice-versa, as the context requires.

1.4 Conflict Between Act, Bylaws, Policies or Regulations

- (a) In the event there is any conflict between these Bylaws and the Act or the regulations under the Act, the Act or such regulations, as the case may be, shall prevail.
- (b) In the event there is a conflict between these Bylaws and any Policies, procedure or resolution duly passed by the Society, the terms of these Bylaws shall prevail.

1.5 Decisions by the Board and Committees

Unless otherwise stated in these Bylaws, any decision, approval or consent of the Board and any committee referred to in these Bylaws shall be determined by a majority vote of the Board or the committee, respectively.

PART 2. MEMBERS

2.1 Application for Membership

- (a) A person may apply to the Board for membership in the Society by:
- (i) submitting an application, in the form set out by the Board pursuant to Article 2.1(c);
 - (ii) specifying on the application the class of membership such person wishes to apply for; and,
 - (iii) unless determined otherwise by the Board, complying with the membership eligibility requirements as set forth in Article 2.2 and paying the applicable Membership Fees, if any.
- (b) A person becomes a Member upon the Board's acceptance of such person's submitted membership application pursuant to Article 2.1(a). For greater certainty, any person under the age of 19 may be a Member of the Society.
- (c) Notwithstanding the provisions in these Bylaws, the form of any application for membership, the terms and conditions of being accepted as a Member of the Society, and the rights and benefits of being a Member of the Society, shall be determined by the Board and may be amended from time to time by the Board.

2.2 Membership Classes

- (a) The Society shall have three classes of membership: Associate Members, Full Members and Student Members.
- (b) Unless as otherwise determined by the Board, the following persons are eligible to be a Full Member:
- (i) a person who has been called to the bar in any province or territory in Canada or holds a law degree from a Canadian law school;
 - (ii) a person who is articling or is enrolled in studies required by a law society or the National Committee on Accreditation to be called to the bar in Canada;
 - (iii) a person who is a judge or retired judge of any court of record in Canada or outside of Canada; or
 - (iv) a member in good standing of a law society outside Canada.

- (c) Unless as otherwise determined by the Board, the following persons are eligible to be a Student Member:
- (i) a person who is enrolled in the study of law (J.D., LL B., LL. L., LL.M., LL.D. or equivalent) at a Canadian school; or
 - (ii) a person studying at a foreign law faculty as determined by the Board.
- (d) Unless as otherwise determined by the Board, any other person who is not eligible to be a Student Member or Full Member may be eligible to be an Associate Member.

2.3 Duties of Members

Each Member must uphold and comply with the Act, Constitution, Bylaws, Policies and any other rules or policies of the Society, as amended from time to time.

2.4 Amount of Membership Fees

- (a) The Membership Fees payable by each Member, which may be different for the various classes of membership, shall be established by the Board and may be amended by the Board from time to time. For greater certainty, the Board may at any time establish new Membership Fees or modify existing Membership Fees to be paid by each of the Members.
- (b) No Member who is suspended, is terminated or resigns as a Member of the Society, or otherwise ceases to be a Member for any reason, is entitled to any refund of Membership Fees.

2.5 Member in Good Standing

All Members are in good standing except a Member:

- (a) who has failed to pay the Membership Fees that are due and owing from such Member, if any, and such Member remains not in good standing for so long as such Membership Fees remain unpaid; or
- (b) who is suspended, in accordance with Article 2.9.

2.6 Rights and Benefits of Voting Members in Good Standing

- (a) Subject to Article 2.1(c), a Voting Member in good standing shall:
- (i) have the right to vote at a General Meeting or in an election;
 - (ii) have the right to consent to any resolution of the Members; and
 - (iii) be entitled to any benefits of membership set out herein or established by the Board from time to time.

- (b) Unless otherwise determined by the Board, a Full Member in good standing shall have the right to run for and hold office on the Board as a Full Member Director.
- (c) A Student Member in good standing shall have the right to run for and hold office on the Board as a Student Director.

2.7 Rights and Benefits of Non-Voting Members in Good Standing

Unless otherwise determined by the Board, a Non-Voting Member in good standing shall have all of the rights, duties and obligations of a Full Member, except shall not have the right to be a Director, requisition for a General Meeting or to vote at any General Meeting regarding any matter. For greater certainty, a non-Voting Member shall be entitled to attend any General Meeting.

2.8 Cessation of Membership

Unless determined otherwise by the Board, a person shall cease to be a Member of the Society upon:

- (a) having been a Member not in good standing for 6 consecutive months, unless suspended in accordance with Article 2.9;
- (b) delivering his or her resignation in writing to the Board by mailing (physical or electronic) such resignation to the registered address or email address of the Society;
- (c) such person's death or, in the case of a corporation, society or other entity, on the dissolution of such corporation, society or other entity; or
- (d) having his or her membership terminated by the Board in accordance with Article 2.9.

2.9 Termination or Suspension of Membership

- (a) Subject to Article 2.9(b) and the Act, a Member may be suspended or have his or her membership in the Society terminated by way of:
 - (i) a Special Resolution of the Board; or
 - (ii) a Special Resolution.
- (b) Before a Member may be suspended or terminated, the Society must:
 - (i) send to the Member a written notice, which includes a brief statement regarding the proposed suspension or termination and reasons therefor, and notify the Member that a meeting of the Board will be held at which the suspension or termination of such Member will be considered; and
 - (ii) provide such Member with a reasonable opportunity to make representations to the Society in respect of the proposed suspension or termination of the Member's membership.

PART 3. GENERAL MEETINGS OF MEMBERS

3.1 Time and Location of General Meeting

- (a) A General Meeting shall be held in accordance with the Act at any time and location that the Board shall determine. For greater certainty, the Board may determine to hold a General Meeting entirely or partially at a physical location or a location that is created by way of electronic means (i.e. a virtual location).
- (b) If the Board makes available any telephonic, electronic or other communication facility that permits any person who is entitled to participate in a General Meeting to communicate adequately with each other during such General Meeting, any person entitled to attend such General Meeting may participate in such meeting by means of such telephonic, electronic or other communication facility in the manner provided pursuant to the Act and these Bylaws. A person participating in a General Meeting by such means is deemed to be present and “in person” at such General Meeting. Notwithstanding any other provision of these Bylaws, any person participating in a General Meeting under this Article 3.1 who is entitled to vote at that General Meeting may vote, in accordance with the Act and these Bylaws, by means of any telephonic, electronic or other communication facility that the Board has made available for that purpose.

3.2 Calling an Extraordinary General Meeting

- (a) The Board may at any time call and convene an Extraordinary General Meeting.
- (b) Voting Members in good standing may requisition an Extraordinary General Meeting in accordance with, and in the manner set out, in the Act. The Board shall act in accordance with the Act in the event any such requisition is received.

3.3 Ordinary Business at General Meeting

At a General Meeting, the following business is considered ordinary business (“**Ordinary Business**”):

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) election or appointment of Directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the Directors not requiring the passing of a Special Resolution; and

- (g) any such other business as set forth in these Bylaws or the Act that may be transacted at a General Meeting without prior specific notice thereof being provided to the Members.

3.4 Notice of General Meetings

- (a) The Board shall provide to the Members, in accordance with the Act, notice of a General Meeting at least 7 or more days' but not more than 60 days before such General Meeting. For greater certainty, such notice may be provided by mailing, delivering or electronically communicating (including by email) the notice to the Member's most recent address (including email address or other electronic communications identifier) known to the Society.
- (b) A notice of a General Meeting must:
- (i) specify the date, time and location of the General Meeting, and if the General Meeting is to be held entirely or partially at a location that is created by electronic means pursuant to Article 3.1, the date, time and virtual location of the General Meeting;
 - (ii) provide the text of any Special Resolution to be considered at the General Meeting; and
 - (iii) state the nature of any business, other than Ordinary Business, to be transacted at the General Meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.
- (c) If the Society has more than 250 Members, notice of a General Meeting shall be deemed to have been sent under this Article 3.4 if:
- (i) notice of the date, time and location of the General Meeting has been sent to each Member who has provided an email address to the Society, by email to that email address; and
 - (ii) notice of the date, time and location of a General Meeting:
 - A. is published, at least once in each of the 3 weeks immediately before the General Meeting, in any newspaper circulated in the local Metro Vancouver Regional District area; or
 - B. is posted, throughout the period commencing at least 21 days before the General Meeting and ending when the General Meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the Members.
- (d) Accidental omission to provide notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any Member entitled to receive such notice will not invalidate the proceedings at that General Meeting.

3.5 Notice Requirements Regarding Approval of Documents

Except as otherwise provided for in the Act and these Bylaws, if any Special Business, including a Special Resolution to be voted upon, at a General Meeting requires the consideration, approval, ratification, adoption or execution of a document or the giving of effect to a document, the notice convening such General Meeting will, with respect to such document, be considered sufficient if such notice indicates that a copy of the applicable document is or will be made available by the Board at a location or website that is maintained by or on behalf of the Society and is accessible by all of the Members prior to the date of such General Meeting.

3.6 Chair of General Meeting

The following individual is entitled to preside as the chair of a General Meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president of the Society,
 - (ii) the vice-president internal, vice-president external or vice-president marketing of the Society, if the president of the Society is unable to preside as the chair, or
 - (iii) one of the other Directors present at the General Meeting, if the president and each of the vice-presidents of the Society are unable to preside as the chair.

3.7 Alternate Chair of General Meeting

If there is no individual entitled under these Bylaws who is able to preside as the chair of a General Meeting within 15 minutes from the time set for holding the General Meeting, the Members in good standing who are present at such General Meeting must elect an individual present at such meeting to preside as the chair.

3.8 Quorum Required

No Ordinary Business or Special Business, other than the election of the chair of the General Meeting and the adjournment or termination of the General Meeting, must be transacted at a General Meeting unless a quorum of Members in good standing is present.

3.9 Quorum for General Meetings

Subject to Articles 3.10 and 3.11, the quorum for the transaction of business at a General Meeting is 15 Members in good standing who is present in person or represented by proxy.

3.10 Lack of Quorum at Commencement of Meeting

If, within 30 minutes from the time set for holding a General Meeting, a quorum of Members in good standing is not present,

- (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated, or
- (b) in any other case, the meeting stands adjourned to a date, time and location to be determined by the Board, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Members in good standing who are present shall constitute a quorum for that meeting.

3.11 If Quorum Ceases to be Present

Once a quorum has been determined to be present at the commencement of a General Meeting, a quorum will be deemed to be present throughout the General Meeting.

3.12 Adjournments by Chair

The chair of a General Meeting may or, if so directed by the Members in good standing at the meeting by Ordinary Resolution, shall adjourn the meeting from time to time and from location to location, but no Ordinary Business or Special Business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.13 Notice of Continuation of Adjourned General Meeting

It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 90 days or more, notice of the continuation of the adjourned meeting must be given.

3.14 Order of Business at General Meeting

The Board may determine the order of business at a General Meeting.

3.15 Methods of Voting

Subject to Article 3.16, at a General Meeting, the voting:

- (a) to elect or appoint any Directors shall be by secret ballot or any other method determined by the chair of the General Meeting that adequately discloses the intention of the Voting Members in good standing; and
- (b) of any business or matter, other than the election or appointment of Directors, brought before any General Meeting shall be by a show of hands, an oral vote or any other method determined by the chair of the General Meeting that adequately discloses the intention of the Voting Members in good standing, except that if a vote had been performed and such vote had not been performed by way of a secret ballot, 10 or more Voting Members in good standing may request voting to be completed by way of a secret ballot only if the results of such vote had not been presented to the Members at the General Meeting.

3.16 Voting by Proxy

Unless otherwise determined by the Directors, any Member who is eligible to vote at a General Meeting shall be permitted to appoint a proxy to vote at a General Meeting. A document appointing a proxy must be in writing, in a form approved by the Board and signed by such Member, and may be either for a specific General Meeting or a specific resolution and may be revoked at any time. A proxy stands in place of the Member appointing the proxy and can do anything the Member can do, including vote, propose and second motions and participate in the discussions, unless limited in the proxy document. However, a Member holding any such proxies may not exercise votes with respect to more than fifteen (15) proxies at any one General Meeting.

3.17 Announcement of Result

The chair of a General Meeting must announce the outcome of each vote and that outcome shall be recorded in the minutes of such meeting.

3.18 Matters Decided at General Meeting by Ordinary Resolution

A matter to be decided at a General Meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an Ordinary Resolution.

3.19 Voting in General Meetings

Subject to Articles 3.1, 3.15 and 3.16, Voting Members shall only participate and vote in a General Meeting in person or represented by proxy.

3.20 Minutes of General Meetings

Minutes of a General Meeting shall be kept and taken by the Secretary of the Society. If the Secretary of the Society is not present at a General Meeting, any person in attendance may be appointed by the Board or president to act as the Secretary in taking minutes for such General Meeting.

PART 4. DIRECTORS

4.1 Number of Directors

(a) The Directors shall consist of:

- (i) 6 members of the Executive, which is comprised of the president, vice-president external, vice-president internal, vice-president marketing, treasurer and Advisory Director (collectively the “**Executive**”);
- (ii) 8 Directors at Large;
- (iii) 2 Area Representatives;
- (iv) 1 National Representative;

- (v) 1 Gala Chair Representative;
- (vi) 3 Student Directors; and
- (vii) 1 Secretary

4.2 Qualifications of Directors

Each member of the Board during his or her term must:

- (a) be a Voting Member in good standing;
- (b) have consented in writing to being a member of the Board (or was elected or appointed at a meeting at which such member of the Board attended and did not refuse to be a Director); and
- (c) otherwise be qualified to act as a director of a society under the Act.

4.3 Terms of Office of Directors

- (a) Subject to Articles 4.3(b), 4.3(i), and 4.5, each of the Directors at Large shall be elected for a term of 2 years, and such term shall commence at the close of the Annual General Meeting at which such person was most recently elected as a Directors at Large and end at the start of the 2nd Annual General Meeting following the Annual General Meeting at which he or she was most recently elected as a Directors at Large.
- (b) Four of the first 8 Directors at Large appointed immediately after these Bylaws come into effect shall, for their first term only, hold office from the date of these Bylaws becoming effective to the start of the 2nd Annual General Meeting of the Society. The Directors of the first Board shall determine who among the Directors at Large shall hold such offices.
- (c) Subject to Articles 4.3(i) and 4.5, each of the Area Representatives shall be elected for a term of 1 year, and such term shall commence at the close of the Annual General Meeting at which such persons were most recently elected as Area Representatives and end at the start of the 1st Annual General Meeting following the Annual General Meeting at which such persons were most recently elected as Area Representatives.
- (d) Subject to Articles 4.3(i) and 4.5, the Gala Chair Representative and treasurer shall be appointed for a term of approximately 2 years and such term shall commence at the close of the Board meeting at which such person was most recently appointed as the Gala Chair Representative and end on the date of the appointment of the next Gala Chair Representative or treasurer by the then Board.
- (e) Subject to Articles 4.3(i) and 4.5, the president, vice-president internal, vice-president external, vice-president marketing, and Advisory Director shall be appointed for a term of approximately 1 year, and such term shall commence on a start date determined by the Board and end on a date at which the then Board appoints their replacements.

- (f) Subject to Articles 4.3(i) and 4.5, the National Representative shall be appointed for a term of approximately 1 year and such term shall commence at the close of the Board meeting at which such person was most recently appointed as the National Representative and end on the date of the appointment of the next National Representative by the then Board.
- (g) Subject to Articles 4.3(i), 4.4(h) and 4.5, each of the Student Directors shall be elected for a term of 1 year, and such term shall commence at the close of the Annual General Meeting at which such person was most recently elected as a Student Director and end at the start of the 1st Annual General Meeting following the Annual General Meeting at which he or she was most recently elected as a Student Director.
- (h) Subject to Articles 4.3(i) and 4.5, the Secretary shall be elected for a term of 1 year, and such term shall commence at the close of the Annual General Meeting at which such person was most recently elected as the Secretary and end at the start of the 1st Annual General Meeting following the Annual General Meeting at which such person was most recently elected as the Secretary.
- (i) Unless a Director is removed or ceases to be a Director pursuant to Articles 4.6 or 4.7, any Member in good standing appointed by the Board to fill a vacancy on the Board shall hold office commencing on the date of such appointment and shall cease to be a Director:
 - (i) at the end of the unexpired portion of the term of office of the person whose departure from the office of Director created such vacancy; or
 - (ii) in accordance with Article 4.4(j).

4.4 Appointment, Election or Acclamation

- (a) Subject to Article 4.3 and 4.5, the Advisory Director and president positions shall be appointed by a majority vote of the Board, such vote to take place prior to or after the Annual General Meeting, where the retiring president shall assume the office of Advisory Director and 1 of the 3 retiring vice-presidents shall assume the office of president. In the event such positions are not filled, any vacant positions remaining may (but shall not be required to) be filled in accordance with Article 4.4(i).
- (b) Subject to Article 4.3, 4.4(e) and 4.5, the vice-president internal, vice-president external, vice-president marketing, treasurer, Gala Chair Representative and National Representative positions, as applicable, shall be appointed by a majority vote of the Board, such vote to take place prior to or after the Annual General Meeting. In the event such positions are not filled, any vacant positions remaining may (but shall not be required to) be filled in accordance with Article 4.4(i).
- (c) Unless otherwise determined by the Board and subject to Articles 4.4(d), 4.4(e) and 4.5, the Area Representatives, the Secretary and 4 of the 8 Directors at Large positions are to be vacant at each Annual General Meeting and shall be elected by the Voting Members.
- (d) If at any Annual General Meeting the number of candidates standing for election in any of the type of Board positions as set forth in Article 4.4(c) is less than or equal to the number

of vacant Board positions of such type, the candidates standing for election in such type of Board position shall be elected by acclamation into the vacant Board positions of such type. Any vacant positions remaining may (but shall not be required to) be filled in accordance with Article 4.4(i). For greater certainty and by way of example only, if there are only 4 candidates for the Directors at Large position, all 4 candidates shall be elected by acclamation as Directors at Large.

- (e) Unless otherwise determined by the Board, the candidates to be appointed or elected for:
- a. the treasurer, vice-president internal, vice-president external and vice-president marketing positions must have served at least one year on the Board; and
 - b. the Area Representative, National Representative, Gala Chair Representative and Secretary positions must be eligible and comply with certain criteria set forth by the Board, such criteria may be changed by the Board from time to time;
- (f) Unless otherwise determined by the Board and subject to Articles 4.4(g), 4.4(h) and 4.5, each of the 3 Student Directors' positions shall be vacant at each Annual General Meeting and shall be filled by way of election by the Voting Members in good standing.
- (g) Each of the 3 Student Director positions are to be restricted such that each of the British Columbia Law Schools shall only have 1 person being elected or appointed as Student Director for that year. Without limiting the generality of the foregoing, all candidates standing for election as a Student Director are only eligible to be elected to the Student Director position designated for his or her British Columbia Law School. For greater certainty, each of the Student Directors needs to be attending a different British Columbia Law School.
- (h) If at any Annual General Meeting the number of candidates standing for election as a Student Director is less than the number to satisfy the requirements as set forth in Article 4.4(g), the candidates standing for election as a Student Director shall be elected by acclamation. Any vacant Student Director positions remaining may (but shall not be required to) be filled in accordance with Article 4.4(i).
- (i) Subject to Article 4.4(j), the then Board may (but shall not be required to) appoint any Voting Member in good standing to fill any vacant Director position that had not been filled by way of appointment, election or acclamation.
- (j) A person appointed to fill any vacant Director position pursuant to Article 4.4(i) shall hold office as a Director for the duration of the term he or she would have served had he or she been elected at the Annual General Meeting at which such vacancy was not filled or appointed as a Director.
- (k) No person may hold office as a Director for more than two (2) consecutive terms. This limitation may be waived by the Board in its discretion by way of a majority vote in the event that any person is to be elected or appointed as a member of the Executive (including the Advisory Director), Area Representative, Gala Chair Representative, National

Representative or Secretary whereby such person would exceed his or her two (2) consecutive terms limit.

4.5 Directors May Fill Vacancy on Board

Subject to Article 4.6(d), the Board may, at any time, appoint a Voting Member in good standing as a Director to fill a vacancy that arises on the Board as a result of the resignation, death, termination, removal or incapacity of a Director. A Director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the person whose departure from office created the vacancy.

4.6 Removal of Director

- (a) For the purposes of this Article 4.6 only, the definition of Special Resolution in Article 1.1(gg) shall be amended to mean:
- (i) a resolution passed at a General Meeting by at least 2/3 of the votes cast by the Voting Members; and
 - (ii) a resolution consented to in writing by all of the Voting Members.
- (b) Any Director may be removed from office:
- (i) by a Special Resolution; or
 - (ii) by way of a Special Resolution of the Board.
- (c) Prior to the Board removing any person as a Director by way of a Special Resolution of the Board pursuant to Article 4.6(b)(ii), the Board shall provide a written statement to the applicable Director stating the reasons for such removal, and provide such Director with a reasonable opportunity to address and respond to such reasons.
- (d) In the event a Director is removed from office by way of a Special Resolution pursuant to Article 4.6(b)(i), the Voting Members may by Ordinary Resolution elect a successor Director, who must be Voting Member in good standing, to fill the vacancy and serve as Director for the remainder of the term of the removed Director.

4.7 Director Cease to Hold Office

A person ceases to hold office as a Director:

- (a) at the expiry of such Director's term of office as such, if any;
- (b) on such Director's death;
- (c) on delivery of a signed resignation from such Director to the Board by mail, email or in person; or
- (d) if such Director is removed pursuant to these Bylaws or the Act.

4.8 No Invalidity of Actions

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

PART 5. DIRECTORS' MEETINGS

5.1 Calling Directors' Meeting

A Board meeting may be called by the president of the Society or any 2 Directors at any time.

5.2 Notice of Directors' Meeting

- (a) At least 2 days' notice of a Board meeting shall be given unless all of the then Directors agree to a shorter notice period.
- (b) Any Director may file with the Executive a document executed by him/her waiving notice of any past, present or future meetings of the Directors being, or required to have been, sent to him/her and may at any time withdraw such a waiver with respect to meetings held thereafter. After filing such waiver with respect to future meetings and until such waiver is withdrawn no notice need be given to such Director of any meeting of Directors and all meetings of the Directors so held shall be deemed not to be improperly called or constituted by reason of notice not having been given to such Director.

5.3 Proceedings Valid Despite Omission to Give Notice

The accidental omission to give notice of a Board meeting to a Director, or the non-receipt of such a notice by a Director, does not invalidate proceedings at the meeting of the Board.

5.4 Conduct of Board Meetings

Subject to the Act and these Bylaws, the Directors may conduct their meetings and proceedings as they think fit. For greater certainty, the Directors may invite any persons to meetings of the Directors.

5.5 Quorum of Directors

Unless otherwise determined by the Board, the quorum for the transaction of business at a Board meeting shall be 3, of which one individual shall be on the Executive.

PART 6. DUTIES OF EXECUTIVE, SECRETARY AND DELEGATION

6.1 Role of President

The president shall be the chair of the Board and is responsible for supervising the other Directors in the execution of their duties and shall conduct himself or herself in accordance with these Bylaws and any Policies of the Society.

6.2 Role of Vice-President External

The vice-president external is one of the vice-chairs of the Board and is responsible assisting the president, representing the Society in dealings with the Society's external stakeholders, and carrying out the duties of the president if the president is unable to act and shall conduct himself or herself in accordance with these Bylaws and any Policies of the Society.

6.3 Role of Vice-President Internal

The vice-president internal is one of the vice-chairs of the Board and is responsible for assisting the president, representing the Society in dealings with the Society's internal stakeholders, supervising the other Directors in the execution of their duties, and carrying out the duties of the president if the president is unable to act and shall conduct himself or herself in accordance with these Bylaws and any Policies of the Society.

6.4 Role of Vice-President Marketing

The vice-president marketing is one of the vice-chairs of the Board and is responsible for assisting the president, representing the Society in the Society's marketing and fundraising activities, planning and strategies, and carrying out the duties of the president if the president is unable to act and shall conduct himself or herself in accordance with these Bylaws and any Policies of the Society.

6.5 Role of Secretary

The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) overseeing the issuance of notices of General Meetings and Board meetings;
- (b) taking minutes of General Meetings and Board meetings;
- (c) maintaining the records of the Society in accordance with the Act;
- (d) assisting in conducting the correspondence of the Board;
- (e) overseeing the filing of the annual report of the Society and making any other filings with the registrar under the Act; and
- (f) conducting herself in accordance with these Bylaws and any Policies of the Society.

6.6 Absence of Secretary From Board Meeting

If the Secretary is absent from any meeting of the Board, the Board shall appoint another individual to act as the recording Secretary at such Board meeting.

6.7 Role of Treasurer

The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and depositing monies collected from the Members or other sources;
- (b) maintaining accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) preparing the Society's filings with respect to taxes; and
- (e) conducting herself in accordance with these Bylaws and any Policies of the Society.

6.8 Role of Advisory Director

The Advisory Director shall act as advisor to the other Directors.

6.9 Delegation of Duties of Board

- (a) Where permitted by the Act, the Board may from time to time appoint one or more persons as Senior Manager(s) to exercise the authority of the Board to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.
- (b) The Board may hire or appoint any person as employee or contractor to assist with any matters of the Society.
- (c) The Board may establish any committee, from time to time as it sees fit, to carry out specific activities and functions and may determine the composition and purpose of such committee at the time of establishment. For greater certainty, the creation of any committee and their mandate and procedures shall not require any amendment to the Bylaws or the approval of the Voting Members.
- (d) A committee shall be free to determine its own rules and procedures for the conduct of its business and may appoint any advisors as it may deem necessary, subject to:
 - (i) each committee keeping minutes of its proceedings to report to the Board from time to time as the Board may require; and
 - (ii) any rules and/or terms of reference imposed by the Board.
- (e) Notwithstanding this Article 6.9, the Board shall have the power at any time to revoke or override any authority given to, or any act done or to be done by, any committee.

PART 7. REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

7.1 Remuneration of Directors

- (a) No Director shall be entitled to be remunerated for being a Director of the Society but a Director shall be entitled to reimbursement for any expenses that the Director necessarily and reasonably incurs while engaged in the affairs of the Society, provided that approval to same is granted by the Board.

- (b) Notwithstanding Article 7.1(a), any Director who is appointed by the Board to the positions of president, vice-president or treasurer shall not be permitted to be remunerated by the Society under any contract of employment or contract for services.

7.2 Signing Authority

- (a) A contract, instrument, documents or other record to be signed by the Society must be signed on behalf of the Society by 2 members of the Executive unless delegated to by a majority vote of the Executives.
- (b) Notwithstanding Article 7.2(a), any member of the Executive who receives remuneration from the Society under any contract of employment or contract for services shall not act as a signing authority of the Society.

PART 8. BORROWING

8.1 Borrowing

Subject to the Act, the Board may, with the unanimous approval of the Board, from time to time on behalf of the Society:

- (a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society; and
- (c) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Society (both present and future).

PART 9. INDEMNIFICATION OF DIRECTORS & SENIOR MANAGERS

9.1 Definitions for this Part

Subject to the Act and for the purposes of this PART 9:

- (a) “Eligible Party” means a current or former Director or Senior Manager of the Society, or an individual who holds or held an equivalent position with a subsidiary of the Society.
- (b) “Eligible Proceeding” means a legal proceeding (including a civil, criminal, quasi-criminal, administrative or regulatory proceeding) or investigative action, whether current, threatened, pending or completed, in which an Eligible Party or a Representative by reason of such Eligible Party holding or having held a position of current or former Director or Senior Manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society
 - (i) is or may be joined as a party; or

- (ii) is or may be liable for or in respect of a Penalty in, or Expenses related to, the legal proceeding or investigative action.
- (c) “Expense” includes costs, charges and expenses, including legal and other fees, but does not include Penalties.
- (d) “Penalty” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an Eligible Proceeding.
- (e) “Representative” means an heir or personal or other legal representative of an Eligible Party.

9.2 Indemnification

- (a) Subject to the Act and these Bylaws, the Society shall indemnify against, or pay, an Eligible Party or its Representatives, all penalties, expenses and other costs and charges, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in an Eligible Proceeding to which he or she is a party, by reason of such individual being or having been an Eligible Party, and, if authorized by the Board, may indemnify such Eligible Party to such further extent as is permitted by the Act.
- (b) Subject to the Act and these Bylaws, the Society shall pay the expenses actually and reasonably incurred by an Eligible Party or its Representatives in respect of an Eligible Proceeding as they are incurred in advance of the final disposition of an Eligible Proceeding provided the Society has first received from such Eligible Party (and its Representatives, if applicable) a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited pursuant to the Act or Article 9.3, the Eligible Party or its Representatives shall repay the full amounts advanced.

9.3 Indemnification or Payment Prohibited

The Society shall not indemnify or pay the expenses of an Eligible Party or its Representatives in respect of an Eligible Proceeding if:

- (a) the Eligible Party did not act honestly and in good faith with a view to the best interests of the Society (or a subsidiary of the Society), as the case may be;
- (b) the Eligible Proceeding is not a civil proceeding and the Eligible Party did not have reasonable grounds for believing that the Eligible Party's conduct, in respect of which the Eligible Proceeding was brought, was lawful; or
- (c) such Eligible Proceeding is brought by or on behalf of the Society (or a subsidiary of the Society) unless the Supreme Court of British Columbia, on the application of the Society, approves the indemnification or payment of expenses.

9.4 Society to Apply for Court Approval

The Society may apply to the Supreme Court of British Columbia for any approval that may be required to make the indemnities in this Part effective and enforceable.

9.5 Deemed Contract of Indemnification

Upon being elected or appointed, each Eligible Party is deemed to have contracted with the Society on the terms of this PART 9.

9.6 Insurance

Subject to the Act, the Board may cause the Society to purchase and maintain insurance for the benefit of an Eligible Party or its Representatives against any liability that may be incurred by reason of the Eligible Party being or having been a Director or Senior Manager of the Society or holding or having held an equivalent position with a subsidiary of the Society.

PART 10. ACCESS TO RECORDS OF THE SOCIETY

10.1 Locations of Records

Unless otherwise determined by the Board, the minutes of meetings of the Board and of General Meetings shall be kept in the registered office of the Society.

10.2 Inspection by Members

- (a) Unless otherwise determined by the Board, subject only to Section 24(2)(a) of the Act, no Member is entitled to inspect or obtain a copy of any of the records of the Society described in Section 20(2) of the Act.
- (b) Any Member wishing to inspect the records of the Society, which they are permitted to inspect under the Act, shall provide a written request to the Board and make an appointment on date agreed upon by the Society to inspect the records of the Society during normal business hours on a Business Day.

10.3 Copies of Records

- (a) Unless otherwise determined by the Board, all records of the Society (including any copies made thereof) shall not be reproduced without the express written consent of the president or vice-president of the Society.
- (b) Subject to the Act, the Society may in its sole discretion provide any record or document electronically to the party requesting such record or document.
- (c) The Society may charge a fee for any copies of records requested by a Member pursuant to the Act.

PART 11. POLICIES

11.1 Establishing Policies for the Society

The Board may establish policies from time to time (“**Policies**”), which are intended to provide guidance to Members and/or to the Board regarding the business and affairs of the Society, as such policies may be amended by the Board from time to time. An example of a Policy is the FACL BC Board Member Manual.

11.2 Amendment or Cancellation of Policies

Any Policy, established or amended pursuant to Article 11.1 may be amended, cancelled or retracted at any time, without notice, by the Board.

SCHEDULE "B"

(see attached)

BYLAWS OF FEDERATION OF ASIAN CANADIAN LAWYERS (BRITISH COLUMBIA) SOCIETY**TABLE OF CONTENTS**

PART 1. DEFINITIONS AND INTERPRETATION	1
1.1 Definitions	1
1.2 Definitions in the Act Apply	3
1.3 Numbering, Headings and Construction	3
1.4 Conflict Between Act, Bylaws, Policies or Regulations	3
1.5 Decisions by the Board and Committees	4
PART 2. MEMBERS	4
2.1 Application for Membership	4
2.2 Membership Classes	4
2.3 Duties of Members	5
2.4 Amount of Membership Fees	5
2.5 Member in Good Standing	5
2.6 Rights and Benefits of Voting Members in Good Standing	5
2.7 Rights and Benefits of Non-Voting Members in Good Standing	6
2.8 Cessation of Membership	6
2.9 Termination or Suspension of Membership	6
PART 3. GENERAL MEETINGS OF MEMBERS	7
3.1 Time and Place <u>Location</u> of General Meeting	7
3.2 Calling an Extraordinary General Meeting	7
3.3 Ordinary Business at General Meeting	7
3.4 Notice of General Meetings	7 <u>8</u>
3.5 Notice Requirements Regarding Approval of Documents	8 <u>9</u>
3.6 Chair of General Meeting	8 <u>9</u>
3.7 Alternate Chair of General Meeting	9
3.8 Quorum Required	9
3.9 Quorum for General Meetings	9
3.10 Lack of Quorum at Commencement of Meeting	9
3.11 If Quorum Ceases to be Present	9 <u>10</u>
3.12 Adjournments by Chair	9 <u>10</u>
3.13 Notice of Continuation of Adjourned General Meeting	10
3.14 Order of Business at General Meeting	10

2019~~2020~~

3.15	Methods of Voting	10
3.16	Voting by Proxy Permitted	10 <u>11</u>
3.17	Announcement of Result	10 <u>11</u>
3.18	Matters Decided at General Meeting by Ordinary Resolution	10 <u>11</u>
3.19	No Electronic Participation or Voting in General Meetings	11
3.20	Minutes of General Meetings	11
PART 4.	DIRECTORS	11
4.1	Number of Directors	11
4.2	Qualifications of Directors	11 <u>12</u>
4.3	Terms of Office of Directors	11 <u>12</u>
4.4	Appointment, Election or Acclamation	13
4.5	Directors May Fill Vacancy on Board	14 <u>15</u>
4.6	Removal of Director	14 <u>15</u>
4.7	Director Cease to Hold Office	15
4.8	No Invalidity of Actions	15 <u>16</u>
PART 5.	DIRECTORS' MEETINGS	15 <u>16</u>
5.1	Calling Directors' Meeting	15 <u>16</u>
5.2	Notice of Directors' Meeting	15 <u>16</u>
5.3	Proceedings Valid Despite Omission to Give Notice	16
5.4	Conduct of Board Meetings	16
5.5	Quorum of Directors	16
PART 6.	DUTIES OF EXECUTIVE, <u>SECRETARY</u> AND DELEGATION	16
6.1	Role of President	16
6.2	Role of Vice-President External	16 <u>17</u>
6.3	Role of Vice-President Internal	16 <u>17</u>
6.4	Role of Secretary <u>Vice-President Marketing</u>	16 <u>17</u>
6.5	<u>Role of Secretary</u>	<u>17</u>
6.6 <u>6.6</u>	<u>Absence of Secretary From Board Meeting</u>	17
6.6 <u>6.7</u>	<u>Role of Treasurer</u>	17
6.7 <u>6.8</u>	<u>Role of Advisory Director</u>	17 <u>18</u>
6.8 <u>6.9</u>	<u>Delegation of Duties of Board</u>	17 <u>18</u>
PART 7.	REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY	18
7.1	Remuneration of Directors	18

7.2	Signing Authority	18 <u>19</u>
PART 8.	BORROWING	18 <u>19</u>
8.1	Borrowing	18 <u>19</u>
PART 9.	INDEMNIFICATION OF DIRECTORS & SENIOR MANAGERS	18 <u>19</u>
9.1	Definitions for this Part	18 <u>19</u>
9.2	Indemnification	19 <u>20</u>
9.3	Indemnification or Payment Prohibited	19 <u>20</u>
9.4	Society to Apply for Court Approval	20 <u>21</u>
9.5	Deemed Contract of Indemnification	20 <u>21</u>
9.6	Insurance	20 <u>21</u>
PART 10.	ACCESS TO RECORDS OF THE SOCIETY	20 <u>21</u>
10.1	Locations of Records	20 <u>21</u>
10.2	Inspection by Members	20 <u>21</u>
10.3	Copies of Records	21
PART 11.	POLICIES	21 <u>22</u>
11.1	Establishing Policies for the Society	21 <u>22</u>
11.2	Amendment or Cancellation of Policies	21 <u>22</u>

PART 1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws:

- (a) **“Act”** means the *Societies Act* of British Columbia as amended from time to time;
- (b) **“Advisory Director”** shall be the Director who provides strategic advice and guidance to the President and shall conduct him/herself in accordance with these Bylaws and any Policies of the Society;
- (c) **“Annual General Meeting”** means the meeting of Members held once a calendar year in accordance with and subject to the Act;
- (d) **“Area Representative”** shall be a Director responsible for organizing and facilitating FACL BC activities and events in certain geographic regions in BC, as determined by the Board, and performing any other duties as determined by the Executive;
- (e) **“Associate Member”** means a person approved for membership pursuant to Article 2.1 and is eligible to be a Member pursuant to Article 2.2(d);
- (f) **“British Columbia Law Schools”** means Thompson Rivers University, Faculty of Law; University of British Columbia, Peter A. Allard School of Law; and University of Victoria, Faculty of Law;
- (g) **“Board”** means the Directors of the Society as elected or appointed from time to time and who are the directors of the Society for the purposes of the Act;
- (h) **“Bylaws”** means these bylaws as altered from time to time;
- (i) **“Constitution”** means the constitution of the Society;
- (j) **“Directors”** means those individuals who have become Full Member Directors or Student Directors through election or appointment in accordance with these Bylaws and who have not ceased to be directors; and a **“Director”** means any one of them;
- (k) **“Directors at Large”** means the directors who are elected or appointed to the Board, and who are not an Executive, [the Area Representatives](#), [the Gala Chair Representative](#), [National Representative](#), [Secretary](#) or a Student Director;
- (l) **“Eligible Party”** has the same meaning as set out in Article 9.1;
- (m) **“Eligible Proceeding”** has the same meaning as set out in Article 9.1;
- (n) **“Executive”** has the meaning set out in Article 4.1(a)(i), and forms part of the Board;
- (o) **“Expense”** has the same meaning as set out in Article 9.1;

- (p) **“Extraordinary General Meeting”** means any general meeting of the Members held in accordance with these Bylaws other than an Annual General Meeting;
- (q) **“Full Member”** means a person approved for membership pursuant to Article 2.1 and is eligible to be a Member pursuant to Article 2.2(b);
- (r) **“Full Member Directors”** includes the Executive, the Area Representatives, the Directors at Large~~and~~, the Gala Chair Representative, National Representative and Secretary;
- (s) **“Gala Chair Representative”** shall be the Director responsible for the Society’s annual gala and perform any other duties as determined by the Executive.
- (t) **“General Meeting”** means the Annual General Meeting or an Extraordinary General Meeting;
- (u) **“Member”** means a Non-Voting Member or Voting Member;
- (v) **“Membership Fees”** means the annual membership and enrollment fees, and any other fees of membership;
- (w) **“National Representative”** shall be a Director responsible for liaising with other chapters of FACL in Canada and affiliated organizations outside of Canada, and performing any other duties as determined by the Executive;
- (x) **“Non-Voting Member”** means an Associate Member;
- (y) **“Ordinary Business”** has the meaning set out in Article 3.3;
- (z) **“Ordinary Resolution”** means any of the following:
- (i) a resolution passed at a General Meeting by a simple majority of the votes cast by the Voting Members in good standing of the Society who, being entitled to do so, vote ~~in person~~ at such General Meeting; or
 - (ii) a resolution consented to in writing, after being sent to all of the Voting Members in good standing at the time, by at least 2/3 of such Voting Members in good standing;
- (aa) **“Penalty”** has the same meaning as set out in Article 9.1;
- (bb) **“Policies”** has the meaning set out in Article 11.1;
- (cc) **“Representative”** has the same meaning as set out in Article 9.1;
- (dd) **“Secretary”** shall be a Director responsible for secretarial and governance duties of the Society, and performing any other duties as determined by the Executive;

~~(ee)~~ ~~(dd)~~ “**Senior Manager**” has the same meaning as set out in the Act;

~~(ff)~~ ~~(ee)~~ “**Special Business**” means all business at a General Meeting, except Ordinary Business;

~~(gg)~~ ~~(ff)~~ “**Special Resolution**” means any of the following:

- (i) a resolution passed at a General Meeting by at least 3/4 of the votes cast by the Voting Members in good standing of the Society who, being entitled to do so, vote ~~in person~~ at such General Meeting; or
- (ii) a resolution consented to in writing by all of the Voting Members in good standing;

~~(hh)~~ ~~(gg)~~ “**Special Resolution of the Board**” shall mean any of the following:

- (i) a resolution adopted at a Board meeting, where quorum is met, by at least 3/4 of the Directors at such meeting; or
- (ii) a resolution consented to in writing by all of the Directors then in office.

~~(ii)~~ ~~(hh)~~ “**Society**” means the Federation of Asian Canadian Lawyers (British Columbia) Society, which is also known as FACL BC;

~~(jj)~~ ~~(ii)~~ “**Student Directors**” shall be comprised of Student Members who are directors pursuant to the requirements as set forth in Article 4.4(f);

~~(kk)~~ ~~(jj)~~ “**Student Member**” means a person approved for membership pursuant to Article 2.1 and is eligible to be a Member pursuant to Article 2.2(c); and

~~(ll)~~ ~~(kk)~~ “**Voting Member**” means a Student Member or Full Member.

1.2 Definitions in the Act Apply

Except where otherwise provided, the definitions in the Act apply to these Bylaws.

1.3 Numbering, Headings and Construction

- (a) Numbering and headings in these Bylaws are provided for convenience only and do not affect the meaning or interpretation of these Bylaws.
- (b) Words implying the feminine shall be interpreted as the masculine, and words implying the plural shall be interpreted as the singular, and vice-versa, as the context requires.

1.4 Conflict Between Act, Bylaws, Policies or Regulations

- (a) In the event there is any conflict between these Bylaws and the Act or the regulations under the Act, the Act or such regulations, as the case may be, shall prevail.

- (b) In the event there is a conflict between these Bylaws and any Policies, procedure or resolution duly passed by the Society, the terms of these Bylaws shall prevail.

1.5 Decisions by the Board and Committees

Unless otherwise stated in these Bylaws, any decision, approval or consent of the Board and any committee referred to in these Bylaws shall be determined by a majority vote of the Board or the committee, respectively.

PART 2. MEMBERS

2.1 Application for Membership

- (a) A person may apply to the Board for membership in the Society by:
- (i) submitting an application, in the form set out by the Board pursuant to Article 2.1(c);
 - (ii) specifying on the application the class of membership such person wishes to apply for; and,
 - (iii) unless determined otherwise by the Board, complying with the membership eligibility requirements as set forth in Article 2.2 and paying the applicable Membership Fees, if any.
- (b) A person becomes a Member upon the Board's acceptance of such person's submitted membership application pursuant to Article 2.1(a). For greater certainty, any person under the age of 19 may be a Member of the Society.
- (c) Notwithstanding the provisions in these Bylaws, the form of any application for membership, the terms and conditions of being accepted as a Member of the Society, and the rights and benefits of being a Member of the Society, shall be determined by the Board and may be amended from time to time by the Board.

2.2 Membership Classes

- (a) The Society shall have three classes of membership: Associate Members, Full Members and Student Members.
- (b) Unless as otherwise determined by the Board, the following persons are eligible to be a Full Member:
- (i) a person who has been called to the bar in any province or territory in Canada or holds a law degree from a Canadian law school;
 - (ii) a person who is articling or is enrolled in studies required by a law society or the National Committee on Accreditation to be called to the bar in Canada;

- (iii) a person who is a judge or retired judge of any court of record in Canada or outside of Canada; or
 - (iv) a member in good standing of a law society outside Canada.
- (c) Unless as otherwise determined by the Board, the following persons are eligible to be a Student Member:
- (i) a person who is enrolled in the study of law (J.D., LL B., LL. L., LL.M., LL.D. or equivalent) at a Canadian school; or
 - (ii) a person studying at a foreign law faculty as determined by the Board.
- (d) Unless as otherwise determined by the Board, any other person who is not eligible to be a Student Member or Full Member may be eligible to be an Associate Member.

2.3 Duties of Members

Each Member must uphold and comply with the Act, Constitution, Bylaws, Policies and any other rules or policies of the Society, as amended from time to time.

2.4 Amount of Membership Fees

- (a) The Membership Fees payable by each Member, which may be different for the various classes of membership, shall be established by the Board and may be amended by the Board from time to time. For greater certainty, the Board may at any time establish new Membership Fees or modify existing Membership Fees to be paid by each of the Members.
- (b) No Member who is suspended, is terminated or resigns as a Member of the Society, or otherwise ceases to be a Member for any reason, is entitled to any refund of Membership Fees.

2.5 Member in Good Standing

All Members are in good standing except a Member:

- (a) who has failed to pay the Membership Fees that are due and owing from such Member, if any, and such Member remains not in good standing for so long as such Membership Fees remain unpaid; or
- (b) who is suspended, in accordance with Article 2.9.

2.6 Rights and Benefits of Voting Members in Good Standing

- (a) Subject to Article 2.1(c), a Voting Member in good standing shall:
 - (i) have the right to vote at a General Meeting or in an election;

- (ii) have the right to consent to any resolution of the Members; and
 - (iii) be entitled to any benefits of membership set out herein or established by the Board from time to time.
- (b) Unless otherwise determined by the Board, a Full Member in good standing shall have the right to run for and hold office on the Board as a Full Member Director.
- (c) A Student Member in good standing shall have the right to run for and hold office on the Board as a Student Director.

2.7 Rights and Benefits of Non-Voting Members in Good Standing

Unless otherwise determined by the Board, a Non-Voting Member in good standing shall have all of the rights, duties and obligations of a Full Member, except shall not have the right to be a Director, requisition for a General Meeting or to vote at any General Meeting regarding any matter. For greater certainty, a non-Voting Member shall be entitled to attend any General Meeting.

2.8 Cessation of Membership

Unless determined otherwise by the Board, a person shall cease to be a Member of the Society upon:

- (a) having been a Member not in good standing for 6 consecutive months, unless suspended in accordance with Article 2.9;
- (b) delivering his or her resignation in writing to the Board by mailing [\(physical or electronic\)](#) such resignation to the registered address [or email address](#) of the Society;
- (c) such person's death or, in the case of a corporation, society or other entity, on the dissolution of such corporation, society or other entity; or
- (d) having his or her membership terminated by the Board in accordance with Article 2.9.

2.9 Termination or Suspension of Membership

- (a) Subject to Article 2.9(b) and the Act, a Member may be suspended or have his or her membership in the Society terminated by way of:
 - (i) a Special Resolution of the Board; or
 - (ii) a Special Resolution.
- (b) Before a Member may be suspended or terminated, the Society must:
 - (i) send to the Member a written notice, which includes a brief statement regarding the proposed suspension or termination and reasons therefor, and notify the

Member that a meeting of the Board will be held at which the suspension or termination of such Member will be considered; and

- (ii) provide such Member with a reasonable opportunity to make representations to the Society in respect of the proposed suspension or termination of the Member's membership.

PART 3. GENERAL MEETINGS OF MEMBERS

3.1 Time and ~~Place~~Location of General Meeting

~~(a) A General Meeting shall be held in accordance with the Act at the time and place that the Board shall determine.~~ A General Meeting shall be held in accordance with the Act at any time and location that the Board shall determine. For greater certainty, the Board may determine to hold a General Meeting entirely or partially at a physical location or a location that is created by way of electronic means (i.e. a virtual location).

(b) If the Board makes available any telephonic, electronic or other communication facility that permits any person who is entitled to participate in a General Meeting to communicate adequately with each other during such General Meeting, any person entitled to attend such General Meeting may participate in such meeting by means of such telephonic, electronic or other communication facility in the manner provided pursuant to the Act and these Bylaws. A person participating in a General Meeting by such means is deemed to be present and "in person" at such General Meeting. Notwithstanding any other provision of these Bylaws, any person participating in a General Meeting under this Article 3.1 who is entitled to vote at that General Meeting may vote, in accordance with the Act and these Bylaws, by means of any telephonic, electronic or other communication facility that the Board has made available for that purpose.

3.2 Calling an Extraordinary General Meeting

- (a) The Board may at any time call and convene an Extraordinary General Meeting.
- (b) Voting Members in good standing may requisition an Extraordinary General Meeting in accordance with, and in the manner set out, in the Act. The Board shall act in accordance with the Act in the event any such requisition is received.

3.3 Ordinary Business at General Meeting

At a General Meeting, the following business is considered ordinary business ("**Ordinary Business**"):

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;

- (d) election or appointment of Directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the Directors not requiring the passing of a Special Resolution; and
- (g) any such other business as set forth in these Bylaws or the Act that may be transacted at a General Meeting without prior specific notice thereof being provided to the Members.

3.4 Notice of General Meetings

- (a) The Board shall provide to the Members, in accordance with the Act, notice of a General Meeting at least 7 or more days' but not more than 60 days before such General Meeting. For greater certainty, such notice may be provided by mailing, delivering or electronically communicating (including by email) the notice to the Member's most recent address (including email address or other electronic communications identifier) known to the Society.
- (b) A notice of a General Meeting must:
 - (i) specify the date, time and location of the General Meeting, and if the General Meeting is to be held entirely or partially at a location that is created by electronic means pursuant to Article 3.1, the date, time and virtual location of the General Meeting;
 - (ii) provide the text of any Special Resolution to be considered at the General Meeting; and
 - (iii) state the nature of any business, other than Ordinary Business, to be transacted at the General Meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.
- (c) If the Society has more than 250 Members, notice of a General Meeting shall be deemed to have been sent under this Article 3.4 if:
 - (i) notice of the date, time and location of the General Meeting has been sent to each Member who has provided an email address to the Society, by email to that email address; and
 - (ii) notice of the date, time and location of a General Meeting:
 - A. is published, at least once in each of the 3 weeks immediately before the General Meeting, in any newspaper circulated in the local Metro Vancouver Regional District area; or
 - B. is posted, throughout the period commencing at least 21 days before the General Meeting and ending when the General Meeting is held, on a

website that is maintained by or on behalf of the Society and is accessible to all of the Members.

- (d) Accidental omission to provide notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any Member entitled to receive such notice will not invalidate the proceedings at that General Meeting.

3.5 Notice Requirements Regarding Approval of Documents

Except as otherwise provided for in the Act and these Bylaws, if any Special Business, including a Special Resolution to be voted upon, at a General Meeting requires the consideration, approval, ratification, adoption or execution of a document or the giving of effect to a document, the notice convening such General Meeting will, with respect to such document, be considered sufficient if such notice indicates that a copy of the applicable document is or will be made available by the Board at a location or website that is maintained by or on behalf of the Society and is accessible by all of the Members prior to the date of such General Meeting.

3.6 Chair of General Meeting

The following individual is entitled to preside as the chair of a General Meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
- (i) the president of the Society,
 - (ii) the vice-president internal~~-or~~, vice-president external or vice-president marketing of the Society, if the president of the Society is unable to preside as the chair, or
 - (iii) one of the other Directors present at the General Meeting, if the president and each of the vice-presidents of the Society are unable to preside as the chair.

3.7 Alternate Chair of General Meeting

If there is no individual entitled under these Bylaws who is able to preside as the chair of a General Meeting within 15 minutes from the time set for holding the General Meeting, the Members in good standing who are present at such General Meeting must elect an individual present at such meeting to preside as the chair.

3.8 Quorum Required

No Ordinary Business or Special Business, other than the election of the chair of the General Meeting and the adjournment or termination of the General Meeting, must be transacted at a General Meeting unless a quorum of Members in good standing is present.

3.9 Quorum for General Meetings

Subject to Articles 3.10 and 3.11, the quorum for the transaction of business at a General Meeting is 15 Members in good standing who is present in person or represented by proxy.

3.10 Lack of Quorum at Commencement of Meeting

If, within 30 minutes from the time set for holding a General Meeting, a quorum of Members in good standing is not present,

- (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated, or
- (b) in any other case, the meeting stands adjourned to a date, time and ~~place~~location to be determined by the Board, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Members in good standing who are present shall constitute a quorum for that meeting.

3.11 If Quorum Ceases to be Present

Once a quorum has been determined to be present at the commencement of a General Meeting, a quorum will be deemed to be present throughout the General Meeting.

3.12 Adjournments by Chair

The chair of a General Meeting may or, if so directed by the Members in good standing at the meeting by Ordinary Resolution, shall adjourn the meeting from time to time and from ~~place~~location to ~~place~~location, but no Ordinary Business or Special Business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.13 Notice of Continuation of Adjourned General Meeting

It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 90 days or more, notice of the continuation of the adjourned meeting must be given.

3.14 Order of Business at General Meeting

The Board may determine the order of business at a General Meeting.

3.15 Methods of Voting

~~At~~Subject to Article 3.16, at a General Meeting, the voting ~~must~~.

(a) to elect or appoint any Directors shall be by secret ballot or any other method determined by the chair of the General Meeting that adequately discloses the intention of the Voting Members in good standing; and

(b) of any business or matter, other than the election or appointment of Directors, brought before any General Meeting shall be by a show of hands, an oral vote or ~~another~~ any other method determined by the chair of the General Meeting that adequately discloses the intention of the Voting Members in good standing, except that if, ~~before or after a vote had been performed and~~ such ~~a~~ vote ~~had not been performed by way of a secret ballot~~, 10 or more Voting Members in good standing ~~may request voting to be completed by way of a secret ballot or a secret ballot is directed by only if the chair results of the meeting, voting shall be by a secret ballot~~ such vote had not been presented to the Members at the General Meeting.

3.16 Voting by Proxy ~~Permitted~~

Unless otherwise determined by the Directors, any Member who is eligible to vote at a General Meeting shall be permitted to appoint a proxy to vote at a General Meeting. A document appointing a proxy must be in writing, in a form approved by the Board and signed by such Member, and may be either for a specific General Meeting or a specific resolution and may be revoked at any time. A proxy stands in place of the Member appointing the proxy and can do anything the Member can do, including vote, propose and second motions and participate in the discussions, unless limited in the proxy document. However, a Member holding any such proxies may not exercise votes with respect to more than fifteen (15) proxies at any one General Meeting.

3.17 Announcement of Result

The chair of a General Meeting must announce the outcome of each vote and that outcome shall be recorded in the minutes of ~~the~~ such meeting.

3.18 Matters Decided at General Meeting by Ordinary Resolution

A matter to be decided at a General Meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an Ordinary Resolution.

3.19 ~~No Electronic Participation or~~ Voting in General Meetings

Subject to ~~Article~~ Articles 3.1, 3.15 and 3.16, Voting Members shall only participate and vote in a General Meeting in person or represented by proxy. ~~For greater certainty, no Voting Member shall be entitled to participate or vote in a General Meeting by telephone, electronic means or any other form of communication.~~

3.20 Minutes of General Meetings

Minutes of a General Meeting shall be kept and taken by the ~~secretary~~ Secretary of the Society. If the ~~secretary~~ Secretary of the Society is not present at a General Meeting, any person in

attendance may be appointed by the Board or president to act as the ~~secretary~~Secretary in taking minutes for such General Meeting.

PART 4. DIRECTORS

4.1 Number of Directors

- (a) The Directors shall consist of:
- (i) 6 members of the Executive, which is comprised of the president, vice-president external, vice-president internal, ~~secretary~~vice-president marketing, treasurer and Advisory Director (collectively the “Executive”);
 - (ii) 8 Directors at Large;
 - (iii) 2 Area Representatives;
 - (iv) 1 National Representative;
 - (v) 1 Gala Chair Representative; ~~and~~
 - (vi) 3 Student Directors; ~~and~~
1 Secretary

4.2 Qualifications of Directors

Each member of the Board during his or her term must:

- (a) be a Voting Member in good standing;
- (b) have consented in writing to being a member of the Board (or was elected or appointed at a meeting at which such member of the Board attended and did not refuse to be a Director); and
- (c) otherwise be qualified to act as a director of a society under the Act.

4.3 Terms of Office of Directors

- (a) Subject to Articles 4.3(b), 4.3(~~hi~~), and 4.5, each of the Directors at Large shall be elected for a term of 2 years, and such term shall commence at the close of the Annual General Meeting at which such person was most recently elected as a Directors at Large and end at the start of the 2nd Annual General Meeting following the Annual General Meeting at which he or she was most recently elected as a Directors at Large.
- (b) Four of the first 8 Directors at Large appointed immediately after these Bylaws come into effect shall, for their first term only, hold office from the date of these Bylaws becoming effective to the start of the 2nd Annual General Meeting of the Society. The

Directors of the first Board shall determine who among the Directors at Large shall hold such offices.

- (c) Subject to Articles 4.3(hi) and 4.5, each of the Area Representatives shall be elected for a term of 1 year, and such term shall commence at the close of the Annual General Meeting at which such persons were most recently elected as Area Representatives and end at the start of the 1st Annual General Meeting following the Annual General Meeting at which such persons were most recently elected as Area Representatives.
- (d) Subject to Articles 4.3(hi) and 4.5, the Gala Chair Representative and treasurer shall be appointed for a term of approximately 2 years and such term shall commence at the close of the Board meeting at which such person was most recently appointed as the Gala Chair Representative and end on the date of the appointment of the next Gala Chair Representative or treasurer by the then Board.
- (e) Subject to Articles 4.3(hi) and 4.5, the president, vice-president internal, vice-president external, ~~secretary~~vice-president marketing, and Advisory Director shall be appointed for a term of approximately 1 year, and such term shall commence on a start date determined by the Board and end on a date at which the then Board appoints their replacements.
- (f) Subject to Articles 4.3(hi) and 4.5, the National Representative shall be appointed for a term of approximately 1 year and such term shall commence at the close of the Board meeting at which such person was most recently appointed as the National Representative and end on the date of the appointment of the next National Representative by the then Board.
- (g) Subject to Articles 4.3(hi), 4.4(h) and 4.5, each of the Student Directors shall be elected for a term of 1 year, and such term shall commence at the close of the Annual General Meeting at which such person was most recently elected as a Student Director and end at the start of the 1st Annual General Meeting following the Annual General Meeting at which he or she was most recently elected as a Student Director.
- (h) Subject to Articles 4.3(i) and 4.5, the Secretary shall be elected for a term of 1 year, and such term shall commence at the close of the Annual General Meeting at which such person was most recently elected as the Secretary and end at the start of the 1st Annual General Meeting following the Annual General Meeting at which such person was most recently elected as the Secretary.
- (i) ~~(h)~~ Unless a Director is removed or ceases to be a Director pursuant to Articles 4.6 or 4.7, any Member in good standing appointed by the Board to fill a vacancy on the Board shall hold office commencing on the date of such appointment and shall cease to be a Director:
 - (i) at the end of the unexpired portion of the term of office of the person whose departure from the office of Director created such vacancy; or
 - (ii) in accordance with Article 4.4(j).

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4.4 Appointment, Election or Acclamation

- (a) Subject to Article 4.3 and 4.5, the Advisory Director and president positions shall be appointed by a majority vote of the Board, such vote to take place prior to or after the Annual General Meeting, where the retiring president shall assume the office of Advisory Director and 1 of the 23 retiring vice-presidents shall assume the office of president. In the event such positions are not filled, any vacant positions remaining may (but shall not be required to) be filled in accordance with Article 4.4(i).
- (b) Subject to Article 4.3, 4.4(e) and 4.5, the vice-president internal, vice-president external, vice-president marketing, treasurer ~~and secretary~~, Gala Chair Representative and National Representative positions, as applicable, shall be appointed by a majority vote of the Board, such vote to take place prior to or after the Annual General Meeting. In the event such positions are not filled, any vacant positions remaining may (but shall not be required to) be filled in accordance with Article 4.4(i).
- (c) Unless otherwise determined by the Board and subject to Articles 4.4(d), 4.4(e) and 4.5, the Area Representatives, the Secretary and 4 of the 8 Directors at Large positions are to be vacant at each Annual General Meeting and shall be elected by the Voting Members.
- (d) If at any Annual General Meeting the number of candidates standing for election in any of the type of Board positions as set forth in Article 4.4(c) is less than or equal to the number of vacant Board positions of such type, the candidates standing for election in such type of Board position shall be elected by acclamation into the vacant Board positions of such type. Any vacant positions remaining may (but shall not be required to) be filled in accordance with Article 4.4(i). For greater certainty and by way of example only, if there are only 4 candidates for the Directors at Large position, all 4 candidates shall be elected by acclamation as Directors at Large.
- (e) Unless otherwise determined by the Board, the candidates to be appointed or elected for:
- a. the treasurer, ~~secretary~~, vice-president internal ~~and~~, vice-president external and vice-president marketing positions must have served at least one year on the Board; and
 - b. the Area Representative, National Representative, Gala Chair Representative and Secretary positions must be eligible and comply with certain criteria set forth by the Board, such criteria may be changed by the Board from time to time;
- (f) Unless otherwise determined by the Board and subject to Articles 4.4(g), 4.4(h) and 4.5, each of the 3 Student Directors' positions shall be vacant at each Annual General Meeting and shall be filled by way of election by the Voting Members in good standing.
- (g) Each of the 3 Student Director positions are to be restricted such that each of the British Columbia Law Schools shall only have 1 person being elected or appointed as Student Director for that year. Without limiting the generality of the foregoing, all candidates standing for election as a Student Director are only eligible to be elected to the Student

Director position designated for his or her British Columbia Law School. For greater certainty, each of the Student Directors needs to be attending a different British Columbia Law School.

- (h) If at any Annual General Meeting the number of candidates standing for election as a Student Director is less than the number to satisfy the requirements as set forth in Article 4.4(g), the candidates standing for election as a Student Director shall be elected by acclamation. Any vacant Student Director positions remaining may (but shall not be required to) be filled in accordance with Article 4.4(i).
- (i) Subject to Article 4.4(j), the then Board may (but shall not be required to) appoint any Voting Member in good standing to fill any vacant Director position that had not been filled by way of appointment, election or acclamation.
- (j) A person appointed to fill any vacant Director position pursuant to Article 4.4(i) shall hold office as a Director for the duration of the term he or she would have served had he or she been elected at the Annual General Meeting at which such vacancy was not filled or appointed as a Director.
- (k) No person may hold office as a Director for more than two (2) consecutive terms. This limitation may be waived by the Board in its discretion by way of a majority vote in the event that any person is to be elected or appointed as a member of the Executive, (including the Advisory Director-~~or~~, Area Representative, Gala Chair Representative, National Representative or Secretary whereby such person would exceed his or her ~~four~~two (4) consecutive terms limit.

4.5 Directors May Fill Vacancy on Board

Subject to Article 4.6(d), the Board may, at any time, appoint a Voting Member in good standing as a Director to fill a vacancy that arises on the Board as a result of the resignation, death, termination, removal or incapacity of a Director. A Director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the person whose departure from office created the vacancy.

4.6 Removal of Director

- (a) For the purposes of this Article 4.6 only, the definition of Special Resolution in Article 1.1(~~ffgg~~) shall be amended to mean:
 - (i) a resolution passed at a General Meeting by at least 2/3 of the votes cast by the Voting Members; and
 - (ii) a resolution consented to in writing by all of the Voting Members.
- (b) Any Director may be removed from office:
 - (i) by a Special Resolution; or

- (ii) by way of a Special Resolution of the Board.
- (c) Prior to the Board removing any person as a Director by way of a Special Resolution of the Board pursuant to Article 4.6(b)(ii), the Board shall provide a written statement to the applicable Director stating the reasons for such removal, and provide such Director with a reasonable opportunity to address and respond to such reasons.
- (d) In the event a Director is removed from office by way of a Special Resolution pursuant to Article 4.6(b)(i), the Voting Members may by Ordinary Resolution elect a successor Director, who must be Voting Member in good standing, to fill the vacancy and serve as Director for the remainder of the term of the removed Director.

4.7 Director Cease to Hold Office

A person ceases to hold office as a Director:

- (a) at the expiry of such Director's term of office as such, if any;
- (b) on such Director's death;
- (c) on delivery of a signed resignation from such Director to the Board by mail, email or in person; or
- (d) if such Director is removed pursuant to these Bylaws or the Act.

4.8 No Invalidity of Actions

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

PART 5. DIRECTORS' MEETINGS

5.1 Calling Directors' Meeting

A Board meeting may be called by the president of the Society or any 2 Directors at any time.

5.2 Notice of Directors' Meeting

- (a) At least 2 days' notice of a Board meeting shall be given unless all of the then Directors agree to a shorter notice period.
- (b) Any Director may file with the Executive a document executed by him/her waiving notice of any past, present or future meetings of the Directors being, or required to have been, sent to him/her and may at any time withdraw such a waiver with respect to meetings held thereafter. After filing such waiver with respect to future meetings and until such waiver is withdrawn no notice need be given to such Director of any meeting of Directors and all meetings of the Directors so held shall be deemed not to be

improperly called or constituted by reason of notice not having been given to such Director.

5.3 Proceedings Valid Despite Omission to Give Notice

The accidental omission to give notice of a Board meeting to a Director, or the non-receipt of such a notice by a Director, does not invalidate proceedings at the meeting of the Board.

5.4 Conduct of Board Meetings

Subject to the Act and these Bylaws, the Directors may conduct their meetings and proceedings as they think fit. For greater certainty, the Directors may invite any persons to meetings of the Directors.

5.5 Quorum of Directors

Unless otherwise determined by the Board, the quorum for the transaction of business at a Board meeting shall be 3, of which one individual shall be on the Executive.

PART 6. DUTIES OF EXECUTIVE, SECRETARY AND DELEGATION

6.1 Role of President

The president shall be the chair of the Board, and is responsible for supervising the other Directors in the execution of their duties and shall conduct himself or herself in accordance with these Bylaws and any Policies of the Society.

6.2 Role of Vice-President External

The vice-president external is one of the vice-chairs of the Board and is responsible assisting the president, representing the Society in dealings with the Society's external stakeholders, and carrying out the duties of the president if the president is unable to act and shall conduct himself or herself in accordance with these Bylaws and any Policies of the Society.

6.3 Role of Vice-President Internal

The vice-president internal is one of the vice-~~chair~~chairs of the Board, and is responsible for assisting the president, representing the Society in dealings with the Society's internal stakeholders, supervising the other Directors in the execution of their duties, and carrying out the duties of the president if the president is unable to act and shall conduct himself or herself in accordance with these Bylaws and any Policies of the Society.

6.4 Role of Vice-President Marketing

The vice-president marketing is one of the vice-chairs of the Board and is responsible for assisting the president, representing the Society in the Society's marketing and fundraising activities, planning and strategies, and carrying out the duties of the president if the president is

unable to act and shall conduct himself or herself in accordance with these Bylaws and any Policies of the Society.

6.5 ~~6.4~~ Role of Secretary

The ~~secretary~~Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) overseeing the issuance of notices of General Meetings and Board meetings;
- (b) taking minutes of General Meetings and Board meetings;
- (c) maintaining the records of the Society in accordance with the Act;
- (d) assisting in conducting the correspondence of the Board;
- (e) overseeing the filing of the annual report of the Society and making any other filings with the registrar under the Act; and
- (f) conducting herself in accordance with these Bylaws and any Policies of the Society.

6.6 ~~6.5~~ Absence of Secretary From Board Meeting

If the ~~secretary~~Secretary is absent from any meeting of the Board, the Board shall appoint another individual to act as the recording ~~secretary~~Secretary at such Board meeting.

6.7 ~~6.6~~ Role of Treasurer

The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and depositing monies collected from the Members or other sources;
- (b) maintaining accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) preparing the Society's filings with respect to taxes; and
- (e) conducting herself in accordance with these Bylaws and any Policies of the Society.

6.8 ~~6.7~~ Role of Advisory Director

The Advisory Director shall act as advisor to the other Directors.

6.9 ~~6.8~~ Delegation of Duties of Board

- (a) Where permitted by the Act, the Board may from time to time appoint one or more persons as Senior Manager(s) to exercise the authority of the Board to manage the

activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.

- (b) The Board may hire or appoint any person as employee or contractor to assist with any matters of the Society.
- (c) The Board may establish any committee, from time to time as it sees fit, to carry out specific activities and functions and may determine the composition and purpose of such committee at the time of establishment. For greater certainty, the creation of any committee and their mandate and procedures shall not require any amendment to the Bylaws or the approval of the Voting Members.
- (d) A committee shall be free to determine its own rules and procedures for the conduct of its business and may appoint any advisors as it may deem necessary, subject to:
 - (i) each committee keeping minutes of its proceedings to report to the Board from time to time as the Board may require; and
 - (ii) any rules and/or terms of reference imposed by the Board.
- (e) Notwithstanding this Article ~~6.76.9~~, the Board shall have the power at any time to revoke or override any authority given to, or any act done or to be done by, any committee.

PART 7. REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

7.1 Remuneration of Directors

- (a) No Director shall be entitled to be remunerated for being a Director of the Society but a Director shall be entitled to reimbursement for any expenses that the Director necessarily and reasonably incurs while engaged in the affairs of the Society, provided that approval to same is granted by the Board.
- (b) Notwithstanding Article 7.1(a), any Director who is appointed by the Board to the positions of president, vice-president or treasurer shall not be permitted to be remunerated by the Society under any contract of employment or contract for services.

7.2 Signing Authority

- (a) A contract, instrument, documents or other record to be signed by the Society must be signed on behalf of the Society by 2 members of the Executive unless delegated to by a majority vote of the Executives.
- (b) Notwithstanding Article 7.2(a), any member of the Executive who receives remuneration from the Society under any contract of employment or contract for services shall not act as a signing authority of the Society.

PART 8. BORROWING

8.1 Borrowing

Subject to the Act, the Board may, with the unanimous approval of the Board, from time to time on behalf of the Society:

- (a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society; and
- (c) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Society (both present and future).

PART 9. INDEMNIFICATION OF DIRECTORS & SENIOR MANAGERS

9.1 Definitions for this Part

Subject to the Act and for the purposes of this PART 9:

- (a) “Eligible Party” means a current or former Director or Senior Manager of the Society, or an individual who holds or held an equivalent position with a subsidiary of the Society.
- (b) “Eligible Proceeding” means a legal proceeding (including a civil, criminal, quasi-criminal, administrative or regulatory proceeding) or investigative action, whether current, threatened, pending or completed, in which an Eligible Party or a Representative by reason of such Eligible Party holding or having held a position of current or former Director or Senior Manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society
 - (i) is or may be joined as a party; or
 - (ii) is or may be liable for or in respect of a Penalty in, or Expenses related to, the legal proceeding or investigative action.
- (c) “Expense” includes costs, charges and expenses, including legal and other fees, but does not include Penalties.
- (d) “Penalty” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an Eligible Proceeding.
- (e) “Representative” means an heir or personal or other legal representative of an Eligible Party.

9.2 Indemnification

- (a) Subject to the Act and these Bylaws, the Society shall indemnify against, or pay, an Eligible Party or its Representatives, all penalties, expenses and other costs and charges, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in an Eligible Proceeding to which he or she is a party, by reason of such individual being or having been an Eligible Party, and, if authorized by the Board, may indemnify such Eligible Party to such further extent as is permitted by the Act.
- (b) Subject to the Act and these Bylaws, the Society shall pay the expenses actually and reasonably incurred by an Eligible Party or its Representatives in respect of an Eligible Proceeding as they are incurred in advance of the final disposition of an Eligible Proceeding provided the Society has first received from such Eligible Party (and its Representatives, if applicable) a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited pursuant to the Act or Article 9.3, the Eligible Party or its Representatives shall repay the full amounts advanced.

9.3 Indemnification or Payment Prohibited

The Society shall not indemnify or pay the expenses of an Eligible Party or its Representatives in respect of an Eligible Proceeding if:

- (a) the Eligible Party did not act honestly and in good faith with a view to the best interests of the Society (or a subsidiary of the Society), as the case may be;
- (b) the Eligible Proceeding is not a civil proceeding and the Eligible Party did not have reasonable grounds for believing that the Eligible Party's conduct, in respect of which the Eligible Proceeding was brought, was lawful; or
- (c) such Eligible Proceeding is brought by or on behalf of the Society (or a subsidiary of the Society) unless the Supreme Court of British Columbia, on the application of the Society, approves the indemnification or payment of expenses.

9.4 Society to Apply for Court Approval

The Society may apply to the Supreme Court of British Columbia for any approval that may be required to make the indemnities in this Part effective and enforceable.

9.5 Deemed Contract of Indemnification

Upon being elected or appointed, each Eligible Party is deemed to have contracted with the Society on the terms of this PART 9.

9.6 Insurance

Subject to the Act, the Board may cause the Society to purchase and maintain insurance for the benefit of an Eligible Party or its Representatives against any liability that may be incurred by

reason of the Eligible Party being or having been a Director or Senior Manager of the Society or holding or having held an equivalent position with a subsidiary of the Society.

PART 10. ACCESS TO RECORDS OF THE SOCIETY

10.1 Locations of Records

Unless otherwise determined by the Board, the minutes of meetings of the Board and of General Meetings shall be kept in the registered office of the Society.

10.2 Inspection by Members

- (a) Unless otherwise determined by the Board, subject only to Section 24(2)(a) of the Act, no Member is entitled to inspect or obtain a copy of any of the records of the Society described in Section 20(2) of the Act.
- (b) Any Member wishing to inspect the records of the Society, which they are permitted to inspect under the Act, shall provide a written request to the Board and make an appointment on date agreed upon by the Society to inspect the records of the Society during normal business hours on a Business Day.

10.3 Copies of Records

- (a) Unless otherwise determined by the Board, all records of the Society (including any copies made thereof) shall not be reproduced without the express written consent of the president or vice-president of the Society.
- (b) Subject to the Act, the Society may in its sole discretion provide any record or document electronically to the party requesting such record or document.
- (c) The Society may charge a fee for any copies of records requested by a Member pursuant to the Act.

PART 11. POLICIES

11.1 Establishing Policies for the Society

The Board may establish policies from time to time (“**Policies**”), which are intended to provide guidance to Members and/or to the Board regarding the business and affairs of the Society, as such policies may be amended by the Board from time to time. An example of a Policy is the FACL BC Board Member Manual.

11.2 Amendment or Cancellation of Policies

Any Policy, established or amended pursuant to Article 11.1 may be amended, cancelled or retracted at any time, without notice, by the Board.