

*Societies Act*

**Bylaws of the  
Association for Mineral Exploration  
British Columbia**

As adopted by the Members of the Association for Mineral Exploration  
British Columbia (AME) on

January 25, 2017



## SOCIETIES ACT

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## **Part 1 – Interpretation**

**1.1** In these bylaws, unless the context otherwise requires:

“AME” means the Association for Mineral Exploration British Columbia;

“Board” means the Board of Directors of AME;

“Chair” means a person appointed to be the Chair of the Board in accordance with §5.7;

“Corporate Member” means any Member that is a corporation, partnership, syndicate, society or other organization or body;

“Corporate Secretary” means a person appointed to be the Corporate Secretary of AME by the Board;

“Director” means a person who is duly elected or appointed to the Board in accordance with Part 5;

“Executive Committee” means a committee comprising the Chair, Vice Chair(s), President, Vice-President(s), and two Directors appointed by the Board where such Directors are not the Chair, President or Vice Chair(s), together with the Past Chair and Treasurer;

“Honourary Life Member” means a person appointed as an Honourary Life Member in accordance with §2.3(c);

“Life Member” means a person appointed as a Life Member in accordance with §2.3(b);

“Member” means a Corporate Member, an Ordinary Member, a Life Member, or an Honourary Life Member, who is in good standing;

“Nominating Committee” means the nominating committee established in accordance with §5.2(a);

“Officer” means the Chair, Vice Chair(s), Corporate Secretary, Treasurer, President, Vice-President(s) and such other Officers as the Board may from time to time consider it necessary to appoint;

“Ordinary Member” means a Member as contemplated in §2.3(a);

“Ordinary Resolution” has the meaning given to such term in the Societies Act;

“Past Chair” means a person appointed as Chair immediately prior to the current Chair;

“President” means a person appointed by the Board to be the President and Chief Executive Officer of AME;

“Registered Address” of a Member means the Member's address as recorded in the register of Members;

“Senior Manager” means a person appointed by the Board in accordance with Part 10.

“Societies Act” means the Societies Act of British Columbia from time to time in force and all amendments to it;

“Special Resolution” has the meaning given to such term in the Societies Act;

“Treasurer” means a person appointed by the Board to be the Treasurer of AME;

“Vice Chair” means a person appointed to be a Vice Chair of the Board in accordance with §5.7 (provided there shall not be more than two Vice Chairs at any one time); and

“Vice-President” means a person appointed to be a Vice President of AME by the Board.

**1.2** Expressions referring to writing shall be construed as including references to printing, photography, telecommunications, and other electronic modes of reproducing words in a visible form.

**1.3** Any words or phrases defined in the Societies Act shall, if not inconsistent with the subject or context, bear the same meaning in these bylaws.

**1.4** Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

**1.5** The headings in these bylaws are for ease of reference only and shall be disregarded in interpreting these bylaws.

## **Part 2 – Membership**

**2.1** Except in the case of an expelled Member as contemplated in §2.7(e), any individual or corporation, partnership, syndicate, society or other organization or body shall be entitled to apply for membership in AME and shall, upon making their application and paying any prescribed annual membership fees, become a Corporate Member or an Ordinary Member, as applicable.

**2.2** A membership entitles the Member to attend and vote at the general meetings and to participate in any activities or events sponsored by AME that are open for Members. A Member shall have no authority to represent or speak out on behalf of the Society solely by virtue of being a Member.

**2.3** There shall be three classes of membership for individuals in AME, namely:

- (a)** Ordinary Members being those persons who become Members as contemplated in §2.1;
- (b)** Life Members being those persons who attain the age of 65 years and who have been Members for at least 20 years, or who have been Members for at least 15 years and have served on the Board for at least four years, whose applications to become Life Members have been approved by the Board; and
- (c)** Honourary Life Members being those persons who are appointed Honourary Life Members by the Board for outstanding contribution to AME.

Life Members and Honourary Life Members shall enjoy all the rights and privileges of Ordinary Members but shall not be required to pay any further membership fees.

- 2.4**
- (a)** A Corporate Member shall designate in writing a person to be its authorized representative. That Corporate Member may from time to time substitute another person to be its authorized representative by notice in writing to AME.
  - (b)** The authorized representative of a Corporate Member need not be a Member themselves and the authorized representative shall not be deemed to be a Member or entitled to become or remain as an Officer or Director solely by virtue of being a representative of a Corporate Member.

- (c) A Corporate Member, through its authorized representative, is entitled to speak and vote and in all other respects exercise the rights of a Member.

**2.5** The membership year shall run from January 1 until the conclusion of the annual general meeting in the next subsequent year. Annual membership fees and other charges related to membership of Corporate Members and Ordinary Members may be established from time to time by resolution of the Board.

**2.6** A person shall cease to be a Member of AME:

- (a) upon receipt of their written resignation by the Corporate Secretary at the address of AME;
- (b) upon the death of the Member or, if a Corporate Member, the dissolution or other termination of the Corporate Member's existence;
- (c) upon being expelled as provided in §2.7; or
- (d) upon failing to pay any membership fee or other charge or assessment established in accordance with §2.5.

**2.7** (a) Any Member may make a complaint to AME against another Member where the complainant believes that Member's conduct is improper, unbecoming or adverse to the interest or reputation of AME or where that Member is alleged to have wilfully committed a breach of these bylaws. The complaint must be in writing, signed by the complainant or complainants and include the particulars of the complaint, and must be delivered to the President and Chair.

- (b) Upon a complaint being received by the President and Chair under §2.7(a), the President and Chair shall promptly bring the complaint to the Board for consideration.
- (c) The Board may dismiss the complaint or establish a review committee comprised of not less than three Members, one of whom is a Director, who is not also a member of the Executive Committee, to investigate the nature and substance of the complaint, to obtain information from the Member if the Member so requests, and to prepare a report to the Board with the review committee's recommendation.
- (d) The Board shall consider the review committee's report promptly following receipt. The Board may dismiss the complaint or set a date for the Board to address the complaint at a future date. The Member

who is the subject of the complaint shall be given notice in writing of the nature and substance of the complaint and a copy of the report and at least 30 days notice of the date set for the meeting of the Board to address the complaint. When the matter is before the Board for consideration, that Member shall have the right to appear before the Board with the right to counsel to address the conduct complained of.

- (e) At the Board meeting held to address the complaint, the Board may make a decision respecting the complaint. The Board, by a vote of 75% of the Directors, may expel any Member whose conduct is determined improper, unbecoming or adverse to the interest or reputation of AME or who is found to have wilfully committed a breach of these bylaws. The vote shall exclude any Director who was appointed to the review committee to investigate the complaint. A decision to expel the Member shall be provided to the Member in writing together with reasons. A person expelled as a Member of AME may only become a Member upon written application to the Board for reinstatement and the Board approving their reinstatement.

### **Part 3 – Meetings of Members**

**3.1** General meetings of the Members must be held at the time and place, in accordance with the Societies Act, that the Directors decide.

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

**3.3 (a)** The Board may, whenever it thinks fit, and shall, upon a requisition made in writing by not less than five percent of the Members, convene an extraordinary general meeting.

**(b)** The delivering of a requisition, and the extraordinary general meeting to be called pursuant thereto, shall follow the procedures of the Societies Act, including the requirement to hold the general meeting within 60 days after AME's receipt of the Members' requisition.

**3.4 (a)** Notice of a general meeting must specify the place, day and time of the meeting, and include Members' proposals, if any, and in case of special business, the text of the special resolutions.

**(b)** The inadvertent omission to give notice of a meeting to, or the non-receipt of a notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

**3.5** Where any special business includes the presentation, consideration, approval, ratification or authorization of the execution of any document, then the portion of any notice relating to such document is sufficient if it states that a copy of the document or proposed document is or will be available for inspection by Members at the time and place specified in such notice and at the meeting.

**3.6** In the case of both of an annual general meeting and an extraordinary meeting of AME, not less than 14 days written notice of the meeting shall be posted by mail or delivered in a readable electronic form to the Members at their Registered Address.

**3.7** Annual general meetings must be held at least once in every calendar year.

#### **Part 4 – Proceedings at General Meetings**

**4.1 (a)** General business is all of the following business conducted at an annual general meeting,

- (i) the adoption of rules of order;
- (ii) the consideration of the financial statements;
- (iii) the report of the Directors;
- (iv) the report of the auditor;
- (v) the appointment of the auditor;
- (vi) the approval of the minutes of the previous annual general meeting; and
- (vii) any other business that ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

**(b)** Special business is all business other than general business and shall be dealt with at an extraordinary general meeting. An annual general meeting and an extraordinary general meeting may be held together as an annual and extraordinary general meeting.

**4.2 (a)** Except as otherwise contemplated in §4.3, a quorum for a general meeting is 25 Members present in person.

- (b)** No business, other than the adjournment or termination of the meeting, may be conducted at a general meeting at a time when a quorum is not present.

**4.3** If within one-half hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved and, in any other case it shall stand adjourned to a time and place to be chosen by the Chair, being no earlier than 10 days from the date of meeting. If at the adjourned meeting, a quorum is not present within one-half hour from the time appointed, the Members present shall be a quorum.

**4.4** Subject to §4.5, the Chair, the President or a Vice Chair, or, in their absence, one of the other Directors present, must preside as chair of any general meeting.

**4.5** If, at any general meeting at which a quorum is present,

- (a)** the Chair is unavailable, there is no President, a Vice Chair, or other Director present within 15 minutes after the time appointed for holding the meeting, or
- (b)** the Chair, President, a Vice Chair and all the other Directors present are unwilling to act as the Chair for that meeting,

the Members present must choose one of their number to be the chair for that meeting.

- 4.6 (a)** Any general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b)** It is not necessary to give notice of an adjournment or of the business to be conducted at any adjourned general meeting, except if a meeting is adjourned for 30 days or more, in which case seven days notice of the adjourned meeting shall be given to all Members entitled to receive notice of any general meeting.

**4.7** An Ordinary Resolution or Special Resolution proposed at any general meeting must be seconded. The chair of the meeting is entitled to move or second any resolution (provided that the chair of the meeting is entitled to vote at the meetings) without the necessity of relinquishing the chair.

- 4.8 (a)** A Member in good standing is entitled to one vote on any resolutions brought before the meeting, which vote may be cast by proxy (except

as provided in § 4.8(e)) by personal attendance at the meeting or by telephone or other communication means.

- (b) To be valid, a proxy shall be in writing and signed by the Member in a form approved by the Directors and deposited in accordance with the notice of meeting.
- (c) No person may act as a proxy holder unless that person is a Member as defined in Part 1.1.
- (d) In the case of a tie vote, the chair of the meeting will not have a casting or second vote in addition to the vote to which the chair of the meeting may be entitled as a Member, and, accordingly, the proposed resolution does not pass.
- (e) The votes for the election of Directors shall not be cast by proxy.

**4.9** Unless a poll is directed by the chair of the meeting or is demanded by a Member entitled to vote (or its proxy holder) prior to a vote, a resolution put to the vote at a general meeting shall be decided on a show of hands. The chair of the meeting shall declare to the meeting the decision on every question in accordance with the result of the show of hands and proxies or the poll. A demand for a poll may be made orally or in writing, and a demand for a poll may be withdrawn either orally or in writing by the Member who demanded the poll.

**4.10** The chair of the meeting may appoint any persons present at any general meeting (whether a Member or not) to be scrutineers for the purposes of determining the number of Members present at the meeting both in person and by proxy, distributing and collecting the form of ballot to be used by those entitled to vote on a poll and tallying the votes on such poll. The chair of the meeting may in good faith rely upon a report by the scrutineers.

## **Part 5 – Election or Appointment of Directors, Chair, Vice Chairs and Officers**

- 5.1**
- (a) In addition to the qualification requirements under the Societies Act, a person must be a Member in good standing to be and remain a Director.
  - (b) Subject to §6.3, and provided there are acceptable candidates as contemplated in §5.3, there shall be a maximum of 25 Directors elected or appointed to the Board as set out in this Part 5:
    - (i) 18 Directors shall be elected by the Members for a term of three years, with six being elected at each annual general

meeting together with any other Directors as may be required to fill vacancies on the Board;

- (ii) a maximum of six Directors shall be appointed annually by the Directors for a term of one year, not including any Directors appointed by the Board to fill any casual vacancies in accordance with §6.5(a); and
- (iii) the President shall be a Director while holding the position of President.

- (c) Nominations for the elected and appointed Directors shall be made by the Nominating Committee. Nominations for the elected Directors may also be made by the Members in accordance with §5.4.

**5.2 (a)** A nominating committee (the "Nominating Committee"), comprised of at least five Members, shall be appointed by the Board. The chair of the Nominating Committee shall be the Past Chair or a person appointed by the Board.

- (b) A Director or Officer may serve on the Nominating Committee but a majority of the Nominating Committee shall not be Officers or Directors.

- (c) Except as provided in these bylaws, the functions and mandate of the Nominating Committee shall be determined by the Board.

**5.3 (a)** The Nominating Committee shall nominate at least six candidates for election as Director each year in accordance with §5.1(b)(i). If elected, these six Directors shall serve three year terms.

- (b) Provided acceptable candidates are available, the Nominating Committee shall nominate six candidates from geographical regions, organizations or other criteria established by the Board for appointment as Directors in accordance with §5.1(b)(ii). These Directors shall serve one year terms.

**5.4** Nominations of candidates for the six Directors, or such additional numbers as may be required to fill vacancies on the Board, who become elected Directors at large each year under §5.1(b)(i) may also be made in writing and signed by at least 10 Members. Such nominations signed by the Members making the nomination and accompanied by the written consent thereto of the candidates for nomination for director shall be placed into the hands of the Chair at least 40 days prior to the annual general meeting.

**5.5** The list of candidates nominated by the Nominating Committee for election, signed by the chair of the Nominating Committee and accompanied by the written consent of the candidates for nomination for director, shall be placed into the hands of the Chair at least 40 days prior to the annual general meeting.

- 5.6**
- (a)** The Chair shall prepare (or direct the preparation of) a ballot containing the names of all candidates for Board positions nominated by the Nominating Committee under §5.5 and the Members under §5.4.
  - (b)** The successful candidates for the six Director positions to be elected for a three year term in each year shall be those who have received the highest number of votes in the balloting. In the event of a tie there shall be a lottery draw by a scrutineer appointed by the chair of the Nominating Committee placing separate pieces of paper each bearing the name of a candidate in a hat and drawing from it.
  - (c)** Upon completion of the counting of the ballots for the election of Directors the scrutineers shall deliver the results of the vote to the chair of the Nominating Committee. The chair of the Nominating Committee shall inform the Chair and the President as well as all nominees of the election results before announcing the results to the annual general meeting.
  - (d)** The Directors so elected and the Directors appointed under §5.3(b) shall take office at the close of the annual general meeting.

**5.7** The Chair and up to two Vice Chairs will be appointed by the Board for a term of one year.

**5.8** The President and other Officers will be appointed by the Board for such term or renewal terms as determined by the Board. The President may make recommendations to the Board with respect to the appointment of any other Officers by the Board.

## **Part 6 – Directors, Officers and Executive Committee**

**6.1** The Board may exercise all such powers and do all such acts and things as AME may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by AME in any general meeting, but subject, nevertheless, to the provisions of:

- (a)** all laws affecting AME;
- (b)** these bylaws, and

- (c) rules, not being inconsistent with these bylaws, which are made from time to time by AME in any general meeting.
- 6.2** No resolution passed by AME in any general meeting shall invalidate a prior act of the Directors or Executive Committee that would have been valid if that resolution had not been passed.
- 6.3** The number of Directors to be elected or appointed pursuant to §5.1(b) may be changed from time to time by Special Resolution of the Members.
- 6.4** Any Director may be removed by Special Resolution of the Members.
- 6.5** (a) The Board may at any time and from time to time appoint an individual who is a Member as a Director to fill a casual vacancy on the Board.
- (b) In the event of the resignation, death or incapacity of any Officer, the Directors may appoint a successor.
- 6.6** No act or proceeding of the Board is invalid only by reason of there being a number of Directors in office which is less than the number prescribed by these bylaws.
- 6.7** A majority of the Directors must not receive or be entitled to receive remuneration from AME under contracts of employment or contracts for services.
- 6.8** Subject to § 6.9, no Director shall be remunerated for acting as a Director but a Director, upon submitting proper receipts for same, shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of AME.
- 6.9** The Executive Committee or the Board may by resolution approve an honorarium to be paid to an Officer or Director on completion of their term.
- 6.10** (a) A Director who is, in any way, directly or indirectly, interested in a contract or transaction or a proposed contract or transaction involving AME or in a matter that is to be the subject of consideration by the Board and the Director's interest could result in the creation of a duty or interest that materially conflicts with the Director's duty or interest as Director of AME shall disclose fully and promptly the nature and extent of the Director's interest to the Board, leave a meeting of the Board when the Directors discuss the contract, transaction or matter or vote on it, and shall abstain from voting, in accordance with the provisions of the Societies Act. A Director thus required to abstain from voting shall be counted for the purposes of determining whether or not a quorum is present at such meeting.

- (b) If a Director fails to comply with §6.10(a) and the Board considers such contract or transaction to have been reasonable or fair to AME at the time it was entered into, the Members may, after full disclosure by such Director of the nature and extent of the Director's interest, ratify the contract or transaction by special resolution, and failing such approval, the Director shall be accountable to AME for any profit made therefrom and, in addition, application may be made to the court to have such contract or transaction set aside.

## **Part 7 – Proceedings of Directors**

- 7.1 (a) The Board may meet together at such place as it thinks fit for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- (b) The Board may from time to time fix the quorum necessary for the transaction of the business and unless so fixed the quorum shall be a majority of the Directors then in office.
- (c) The Chair, or in the Chair's absence, a Vice Chair, or in their absence, any person who is present and so appointed by the Directors who are present, shall chair meetings of the Board.
- 7.2 (a) Meetings of the Board will be convened by the Corporate Secretary and held on such day and at such time and place as any two Directors may request in writing or as may be determined by the President or Chair.
- (b) Notice of a meeting of the Board specifying the time and place of such meeting shall be deemed sufficient if given to a Director electronically in writing or orally (including telephone) at least 48 hours before the time fixed for the meeting or such lesser time as may be reasonable under the circumstances, having regard to the exigencies of the situation.
- (c) It shall not be necessary to give any Director notice of a meeting of the Board which is to take place immediately following any general meeting at which the Director has been elected or appointed.
- (d) Inadvertent omission to give notice of a meeting of the Board to, or the non-receipt of notice by any Director, shall not invalidate the proceedings of that meeting.

**7.3** Any Director who may be absent temporarily from the place at which a meeting is to be held and any Director who by reason of ill-health is unable to attend meetings of the Board may file at the office of AME a waiver of notice of meeting and may at any time withdraw such waiver. If a waiver is filed then until it is withdrawn, no notice of meetings of the Board need be sent to such Director and any and all meetings of the Board shall be valid and effective provided that a quorum is present notwithstanding that notice of same has not been given to the Director. The waiver and its withdrawal must be made in writing, signed by the Director and may be filed by letter, facsimile or other means of electronic transmission. This bylaw shall apply mutatus mutandis to a meeting of a committee.

**7.4** Resolutions arising at any meeting of the Board or of a committee of the Board shall be decided by a majority of votes. In case of a tie vote, the chair of the meeting will not have a casting or second vote in addition to the vote to which the chair of the meeting may be entitled as a Director or committee member, and, accordingly, the proposed resolution does not pass.

**7.5** The chair of any Board or committee meeting is entitled to move or propose a resolution or motion, and to speak on any matter, without relinquishing the chair.

**7.6** A resolution in writing signed by at least 75% of the Directors, or all of the members of any committee of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board or of the committee, as the case may be, duly called and held. Such resolution may be in one or more parts each signed by one or more Directors or committee members which together shall be deemed to constitute one resolution in writing. A facsimile copy of a Director or committee member's signature or an electronic signature of such Director or committee member on a resolution shall be as effective as an original signature.

**7.7** Without restricting the generality of Part 7, a meeting of the Board or of a committee of the Board may be held by means of a conference telephone call or other communication facilities by which all the Directors or committee members agree to participate in that manner and those participating can hear each other. A Director or committee member (including any person not a member, who is required, or invited, to participate therein) participating in any such telephone conference, or by way of any such other communication facilities, shall be deemed to be present at such meeting which shall be deemed to be held at the location of the chair of the meeting.

**7.8** In addition to delegation to the Executive Committee and the Nominating Committee, the Board may form and delegate any, but not all, of its powers to standing committees or ad hoc committees comprising such Director or Directors and such other persons as the Directors think fit. At least one Director shall be on every committee established. Except where inconsistent with any of these bylaws, the Executive Committee, the Nominating Committee and any other committee so formed shall comply with any rules or restrictions that may from time to time be imposed on it by the Board, and shall

report every act or thing done by it to the earliest meeting of the Board thereafter. Directors, Officers, staff of AME and any other persons may attend any meeting of a committee at the invitation of the committee.

**7.9** A committee may elect a chair of its meetings, if not already appointed by the Board. If no chair is appointed or elected, or if at any meeting the chair is not present at the time appointed for holding the meeting, the members of the committee may choose one of their number to be chair of the meeting.

**7.10** A committee may meet and adjourn as its members think proper.

**7.11** A committee and its members may continue to meet and adjourn meetings following the annual general meeting unless the committee has been dissolved by the Board.

## **Part 8 – Duties of Officers**

**8.1 (a)** The Chair shall be entitled to preside at all meetings of the Members and of the Board.

**(b)** The President is the chief executive officer of AME and shall implement the directives of the Board, manage the business affairs of AME and supervise the staff in the execution of their duties

**8.2** A Vice Chair shall carry out the duties of the Chair during the Chair's absence or other incapacity.

**8.3** The Corporate Secretary shall:

- (a)** conduct the correspondence of AME;
- (b)** issue notices of meetings of AME and the Board;
- (c)** keep minutes of all meetings of AME and the Board;
- (d)** have custody of all records and documents of AME except those required to be kept by the Treasurer;
- (e)** have custody of the common seal (if any) of AME, and
- (f)** be responsible for all required government (or other) filings as may be required by law or to keep AME in good standing.

**8.4** The Treasurer shall:

- (a) keep such financial records, including books of account as are necessary to comply with the Societies Act;
- (b) render financial statements to the Board, the Members and others as required; and
- (c) be appointed by the Board on an annual basis for a one year term.

**8.5** In the absence of the Corporate Secretary from a meeting or if present and the Corporate Secretary abstains from so acting at any time during a meeting, the Board shall appoint another person to act as secretary for that meeting.

### **Part 9 – Delegation to President**

**9.1** The Board may delegate to the President the authority to manage and direct the business and affairs of AME, except such matters and duties as by law must be transacted or performed by the Board or by the Members in general meeting, and to employ and discharge agents and employees of AME, or may delegate to the President any less power. The President shall comply with all lawful directions as given by the Board and shall at all reasonable times give to the Board all information it may require regarding the affairs of AME.

### **Part 10 – Senior Managers**

**10.1** “Senior Manager” refers to an individual who, immediately before the coming into force of the Societies Act, held a position to which the individual was appointed by the Board to exercise the Board’s authority to manage the activities or internal affairs of AME as a whole or in respect of a principal unit of AME, except such matters and duties as by law must be transacted or performed by the Board or by the Members in general meeting. For the purposes of AME, “Senior Managers” refers to the President, the Chief Executive Officer, and Vice-Presidents.

**10.2** The Board may appoint additional Senior Managers to exercise the Board’s authority to manage the activities or internal affairs of AME as a whole or in respect of a principal unit of AME, except such matters and duties as by law must be transacted or performed by the Board or by the Members in general meeting.

**10.3** In addition to the qualification requirements under the Societies Act a person must be a Member in good standing to remain a Senior Manager.

**10.4** Senior Managers shall comply with all lawful directions as given by the Board and shall at all reasonable times give to the Board all information it may require regarding the affairs of AME.

- 10.5** (a) A Senior Manager who is, in any way, directly or indirectly, interested in a contract or transaction or a proposed contract or transaction involving AME or in a matter that is to be the subject of consideration by the Board and the Senior Manager's interest could result in the creation of a duty or interest that materially conflicts with the Senior Manager's duty or interest as a Senior Manager of AME shall disclose fully and promptly the nature and extent of the Senior Manager's interest to the Board, leave a meeting of the Board when the Directors discuss the contract, transaction or matter or vote on it, and shall refrain from voting or trying to influence the vote, in accordance with the provisions of the Societies Act. A Senior Manager thus required to abstain from voting shall be counted for the purposes of determining whether or not a quorum is present at such meeting.
- (b) If a Senior Manager fails to comply with §10.5(a) and the Board considers such contract or transaction to have been reasonable or fair to AME at the time it was entered into, the Members may, after full disclosure by such Senior Manager of the nature and extent of the Senior Manager's interest, ratify the contract or transaction by special resolution, and failing such approval, the Senior Manager shall be accountable to AME for any profit made therefrom and, in addition, application may be made to the court to have such contract or transaction set aside.

## **Part 11 – Assistance to Individuals or Organizations for Education and Advocacy**

**11.1** The Board may by resolution:

- (a) provide assistance, pecuniary or otherwise, to individuals and organizations where in the opinion of the Directors such assistance will be of benefit to AME or its Members;
- (b) create divisions, committees and regional groups and delegate to them such powers and authorities as the Board may see fit;
- (c) provide for the promotion of better public relations in such manner and by such means as the Directors may see fit, including, without limiting generality, the publication of books, press releases, discussion papers, brochures, newsletters, bulletins, internet-based correspondence, magazines, and periodicals;

- (d) provide for all other acts reasonably necessary for the management, regulation and well being of AME; and
- (e) establish funds including endowment of such funds for such charitable and other purposes as the Board may see fit in the interest of AME.

#### **Part 12 - Seal**

**12.1** The Board may provide a common seal for AME and may destroy a seal and substitute a new seal in its place.

**12.2** The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of either the Chair or one Vice Chair and either the Corporate Secretary or Treasurer.

#### **Part 13 – Borrowing**

**13.1** In order to carry out the purposes of AME the Board may, on behalf of and in the name of AME, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

**13.2** A debenture must not be issued without the authorization of a Special Resolution of the Members.

**13.3** AME must not borrow money or issue bonds, notes or other evidences of debt obligations without the authorization of a resolution of at least 75% of the Directors.

**13.4** The Members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

#### **Part 14 – Auditor**

**14.1** If AME is required to have an auditor in accordance with the Societies Act then at each annual general meeting AME shall appoint by ordinary resolution an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

**14.2** If AME is not required to have an auditor in accordance with the Societies Act then at each annual general meeting AME may appoint by ordinary resolution an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

**14.3** The Directors shall fill any vacancies occurring in the office of any auditor appointed in accordance with §14.1 or §14.2.

**14.4** An auditor appointed in accordance with §14.1 or §14.2:

- (a) may only be removed by ordinary resolution of the Members;
- (b) must be promptly informed in writing of the auditor's appointment or removal;
- (c) is entitled to attend general meetings;
- (d) shall not be a Member, Director, Officer, Senior Manager or employee of AME; and
- (e) shall not be an affiliate or associate of Directors, Officers, Senior Managers, and employees of AME.

#### **Part 15 – Notices to Members**

**15.1** A notice may be given to a Member, either personally, by mail or electronic means to the Member at the Member's Registered Address.

**15.2** A notice sent by mail is deemed to have been given on the fifth business day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

**15.3** Notice of a general meeting must be given to:

- (a) every Member shown on the register of Members on the day notice is given, and
- (b) the auditor.

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

#### **Part 16 - Limit of Liability and Indemnity**

**16.1** Subject to the limitations contained in the Societies Act but without limit to the right of AME to indemnify any person under the Societies Act or otherwise, AME shall indemnify a Director, Officer or Senior Manager of AME, a former Director, Officer or

Senior Manager of AME, or a person who acts or acted as a Director, Officer or Senior Manager of a subsidiary of AME, and that person's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by that person in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a Director, Officer or Senior Manager of AME or a Director, Officer or Senior Manager of a subsidiary of AME, if

- (a) that person acted honestly and in good faith with a view to the best interests of AME, and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, that person had reasonable grounds for believing that his or her conduct was lawful.

**16.2** Subject to the Societies Act, the Board may cause AME to purchase and maintain insurance for the benefit of any person who is or is serving as a Director, Officer or Senior Manager of AME and his or her heirs and personal representatives against any liability incurred by that person in that capacity.

#### **Part 17 – Accounts and Records**

**17.1** The Board shall cause records and books of accounts to be kept as necessary to properly record the affairs of AME and to comply with all applicable laws.

**17.2** The Board shall determine the place at which the accounting records of AME shall be kept and those records shall be open to inspection by any Director during the normal business hours of AME.

**17.3** The Board may determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of AME shall be open to the inspection of Members, and except as conferred by statute or authorized by the Board no Member shall have any right to inspect any accounting records of AME.

**17.4** Entries in AME's accounting records may be made by the Treasurer together with such other persons as the Board may from time to time authorize.

**17.5** Entries in any register or other document required to be maintained by AME may be made by the Corporate Secretary or by such other person or persons as may from time to time be authorized by the Board.

**17.6** Members shall have no right to inspect the accounting records of AME other than annual and quarterly financial statements after they have been approved by the Board.

**17.7** The Board may by resolution restrict Members' right to inspect AME's register of members if the Directors are of the opinion that the inspection would be harmful to AME or to the interests of one or more of the Members.

**17.8** No person other than a Member or a Director shall have any right to inspect any records of AME.

**17.9** The accounts of AME shall be divided into two Funds, a Contingency Reserve Fund ("CRF"), as described below, and a General Fund, which shall hold and account for all residual monies and transactions not related to, or designated to occur in, the CRF. All transactions involving the General Fund shall be authorized and approved at the sole discretion of the Board.

**17.10** The CRF, funded by the historical surpluses of AME, was comprised initially of an endowment (the "initial contribution"), the amount of which was determined by the Board. The initial contribution of \$3.0 million is permanent and non-transferable to the General Fund unless approved pursuant to the provisions of 16.8 and 16.10 below. At the time of the initial contribution, the Board also defined an amount of \$2.0 million (the "restricted amount") below which the CRF may not be reduced without the approval of the Members by way of Special Resolution.

**17.11** Allocations of equity to the CRF shall be determined at the sole discretion of the Board. The Board shall also have the exclusive authority to incur expenses for a particular fiscal year from the CRF of up to 10% of the balance of the CRF once during a fiscal year.

**17.12** The Board will, at its sole discretion and on an ongoing basis, direct the composition of all assets comprising the CRF.

**17.13** The CRF may be reduced in balance below the level of the restricted amount only by Special Resolution of the Members. At any level of balance existing in the CRF, the Members may also, by Special Resolution, authorize the disbursement of greater than 10% of that balance in respect of any particular fiscal year.

## **Part 18 – Subsidiaries**

**18.1** Subject to the provisions of the Societies Act, AME may establish and maintain one or more subsidiaries with such powers, not exceeding the powers of AME, as AME confers.

**18.2** Subject to the provisions of the Societies Act, the Board may provide for the use of any subsidiary a seal, which shall include on its face the geographic location of the subsidiary or other distinguishing word or words, and the word "Subsidiary".

## **Part 19 – Distribution of Property Before Dissolution or on Liquidation**

**19.1** Before dissolution or on liquidation of AME, money or other property remaining after payment or adequate provision for payment of all of AME’s liabilities has been made shall be distributed to an organization with goals similar to those of AME.

## **Part 20 – Bylaws**

**20.1** On being admitted to membership, each Member is entitled to, upon request, and AME must give the Member without charge, a copy of the constitution and bylaws of AME.

**20.2** These bylaws may not be altered or added to except by Special Resolution of the Members.

**20.3** In the case of any dispute as to the interpretation of these bylaws, or, as to any matter affecting AME not provided for by the bylaws, the Chair shall make a ruling thereon and such determination made in good faith shall be final and conclusive. In arriving at the Chair’s decision such Chair may obtain the advice of solicitors for AME.



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