


CAROL PREST

SOCIETIES ACT

**BYLAWS
OF THE
OKANAGAN COLLEGE FOUNDATION**

TABLE OF CONTENTS

1. INTERPRETATION..... 1

1.1 Definitions 1

1.2 *Societies Act* Definitions 4

1.3 Plural and Singular Forms 4

2. MEMBERSHIP 4

2.1 Admission to Membership 4

2.2 Application for Membership 4

2.3 Membership not Transferable..... 4

2.4 Cessation of Membership 4

3. MEMBERSHIP RIGHTS AND OBLIGATIONS..... 5

3.1 Rights of Membership..... 5

3.2 Dues 5

3.3 Standing of Members..... 5

3.4 Compliance with Constitution, Bylaws and Policies..... 5

3.5 Expulsion of Member 5

3.6 No Distribution of Income to Members 6

4. MEETINGS OF MEMBERS 6

4.1 Time and Place of General Meetings 6

4.2 Annual General Meetings 6

4.3 Extraordinary General Meeting..... 6

4.4 Calling of Extraordinary General Meeting..... 6

4.5 Notice of General Meeting 6

4.6 Contents of Notice 7

4.7 Omission of Notice..... 7

5. PROCEEDINGS AT GENERAL MEETINGS..... 7

5.1 Business Required at Annual General Meeting..... 7

5.2 Electronic Participation in General Meetings..... 7

5.3 Requirement of Quorum 8

5.4 Quorum..... 8

5.5 Lack of Quorum 8

5.6 Loss of Quorum 8

5.7 Chair 8

5.8	Alternate Chair.....	8
5.9	Adjournment	8
5.10	Notice of Adjournment	9
6.	VOTING BY MEMBERS	9
6.1	Ordinary Resolution Sufficient	9
6.2	Entitlement to Vote	9
6.3	Voting Methods.....	9
6.4	Voting by Proxy.....	9
7.	DIRECTORS	9
7.1	Management of Property and Affairs	9
7.2	Qualifications of Directors.....	9
7.3	Composition of Board	10
7.4	Invalidation of Acts.....	10
7.5	Appointment of Directors	10
7.6	Transition of Directors' Terms.....	10
7.7	Term of Directors	10
7.8	Consecutive Terms and Term Limits	11
7.9	Extension of Term to Maintain Minimum Number of Directors	11
7.10	Appointment to fill Vacancy	11
7.11	Removal of Director	11
7.12	Ceasing to be a Director	11
8.	POWERS AND RESPONSIBILITIES OF THE BOARD.....	12
8.1	Powers of Directors	12
8.2	Remuneration of Directors and Reimbursement of Expenses.....	12
8.3	Investment of Property and Standard of Care	12
8.4	Investment Advice	12
8.5	Delegation of Investment Authority to Agent	13
9.	PROCEEDINGS OF THE BOARD	13
9.1	Board Meetings.....	13
9.2	Notice of Board Meetings	13
9.3	Participation by Electronic Means.....	13
9.4	Quorum.....	13
9.5	Director Conflict of Interest	13
9.6	Chair of Meetings.....	14
9.7	Alternate Chair.....	14
10.	OFFICERS	14
10.1	Officers.....	14

10.2	Election of Officers.....	14
10.3	Term of Officer.....	14
10.4	Removal of Officers	14
10.5	Replacement.....	15
10.6	Duties of the Chair	15
10.7	Duties of Vice-Chairs	15
10.8	Duties of Secretary	15
10.9	Duties of Treasurer	15
10.10	Absence of Secretary at Meeting.....	15
10.11	Combination of Offices of Secretary and Treasurer	15
10.12	President Emeritus	16
11.	INDEMNIFICATION	16
11.1	Indemnification of an Eligible Party.....	16
11.2	Indemnification of an Eligible Party in a Subsidiary	16
11.3	Advancement of Expenses	16
11.4	Indemnification Prohibited	16
11.5	Indemnification not Invalidated by Non-Compliance.....	17
11.6	Approval of Court.....	17
11.7	Purchase of Insurance.....	17
12.	COMMITTEES	17
12.1	Creation and Delegation to Committees.....	17
12.2	Standing and Special Committees.....	17
12.3	Terms of Reference and Rules.....	18
12.4	Meetings	18
13.	EXECUTION OF INSTRUMENTS	18
13.1	Seal	18
13.2	Execution of Instruments	18
14.	FINANCIAL MATTERS	18
14.1	Accounting Records.....	18
14.2	Borrowing Powers.....	18
14.3	Restrictions on Borrowing Powers.....	19
14.4	Audit Required	19
14.5	Appointment of Auditor at Annual General Meeting	19
14.6	Vacancy in Auditor.....	19
14.7	Removal of Auditor	19
14.8	Notice of Appointment	19
14.9	Auditor's Report.....	19

14.10	Participation in General Meetings.....	19
15.	COLLEGE LIAISON	20
15.1	Financial Reporting to the College.....	20
15.2	Activity Reporting to the College.....	20
16.	NOTICE GENERALLY	20
16.1	Method of Giving Notice	20
16.2	When Notice Deemed to have been Received.....	20
16.3	Days to be Counted in Notice	21
17.	MISCELLANEOUS	21
17.1	Dissolution	21
17.2	Inspection of Documents and Records.....	21
18.	BYLAWS.....	22
18.1	Entitlement of Members to copy of Constitution and Bylaws.....	22
18.2	Special Resolution required to Alter Bylaws	22
18.3	Effective Date of Alteration	22

**BYLAWS
OF THE
OKANAGAN COLLEGE FOUNDATION**

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Foundation, unless the context otherwise requires:

- (a) **“Address of the Foundation”** means the address of the Foundation as filed from time to time with the Registrar;
- (b) **“Board”** means the Directors acting as authorized by *Societies Act*, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Foundation and exercising the powers of the Foundation;
- (c) **“Board Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 2/3 of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (d) **“Bylaws”** means the bylaws of the Foundation as filed with the Registrar;
- (e) **“Chair”** means the Person elected to the office of chair in accordance with these Bylaws;
- (f) **“College”** means Okanagan College and any successor thereto;
- (g) **“College Chair”** means the Person holding the office of chair on the governing board of the College, or his or her designate, from time to time;
- (h) **“College President”** means the Person holding the office of president of the College from time to time;
- (i) **“Constitution”** means the constitution of the Foundation as filed with the Registrar;

- (j) **“Directors”** means those Persons who are, or who subsequently become, directors in accordance with these Bylaws and have not ceased to be directors;
- (k) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (l) **“Eligible Party”** means:
 - (i) a Person who is or was a Director or officer of the Foundation, as determined in accordance with these Bylaws; or
 - (ii) such other Person described in the *Societies Act* that is or was appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Foundation as a whole or in respect of a principal unit of the Foundation; or
 - (iii) a Person who holds or held a position equivalent to what is described in either sub-paragraph (i) or (ii) above in a subsidiary of the Foundation, if any; or
 - (iv) the heir or personal or legal representative of a Person described in (i), (ii) or (iii) above.
- (m) **“Foundation”** means the “Okanagan College Foundation”;
- (n) **“General Meeting”** means a meeting of the Members, and includes any annual general meeting and any special or extraordinary general meetings of the Foundation;
- (o) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (p) **“Members”** means those Persons who are, or who subsequently become, members of the Foundation in accordance with these Bylaws and, in either case, have not ceased to be members;
- (q) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (r) **“Ordinary Resolution”** means:

- (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- (ii) a resolution that has been submitted to the Members and consented to in writing by at least 2/3 of the voting Members,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Foundation;

- (s) **“Person”** means a natural person;
- (t) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (u) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (v) **“Secretary”** means a Person elected to the office of secretary in accordance with these Bylaws;
- (w) **“Societies Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (x) **“Special Resolution”** means:
 - (i) a resolution, of which the notice required by the *Societies Act* and these Bylaws has been provided, passed by a majority of not less than two-thirds of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;

- (y) “**Treasurer**” means a Person elected to the office of treasurer in accordance with these Bylaws; and
- (z) “**Vice-Chair**” means a Person elected to the office of vice-chair in accordance with these Bylaws.

1.2 **Societies Act Definitions**

Except as otherwise provided, the definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. **MEMBERSHIP**

2.1 **Admission to Membership**

Membership in the Foundation will be restricted to:

- (a) the College Chair;
- (b) the College President;
- (c) those Persons who are Members on the date these Bylaws come into force; and
- (d) those Persons whose subsequent application for admission as a Member has been accepted by the Directors;

provided, in each case, that such Person has not ceased to be a Member pursuant to Bylaw 2.4.

2.2 **Application for Membership**

Pursuant to Bylaw 2.1(d), a Person may apply to the Board in writing to become a Member and on acceptance by the Board will be a Member.

The Board may, by Board Resolution, accept, postpone or refuse an application for membership. A Person becomes a Member on the date of the Board Resolution or such later date as specified therein.

2.3 **Membership not Transferable**

Membership is not transferable.

2.4 **Cessation of Membership**

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary or to the Address of the Foundation and the effective date of the resignation stated thereon; or

- (b) in the case of the College Chair and College President, upon ceasing to hold such office; or
- (c) upon his or her expulsion; or
- (d) upon his or her death.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

A Member in good standing has the following rights of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings; and
- (d) to be eligible to be appointed as a Director of the Foundation.

3.2 Dues

There will be no annual membership dues.

3.3 Standing of Members

All Members are deemed to be in good standing.

3.4 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the Regulations and the policies of the Foundation in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Foundation; and
- (c) further and not hinder the purposes, aims and objects of the Foundation.

3.5 Expulsion of Member

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be provided to all Members and will be accompanied by a brief statement of the reasons for the proposed expulsion.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

3.6 **No Distribution of Income to Members**

The activities of the Foundation will be carried out without purpose of gain for its members and any income, profits or other accretions to the Foundation will be used in promoting the purposes of the Foundation.

4. **MEETINGS OF MEMBERS**

4.1 **Time and Place of General Meetings**

The General Meetings of the Foundation will be held at such time and place, in accordance with the *Societies Act*, as the Board decides.

4.2 **Annual General Meetings**

An annual general meeting will be held at least once in every calendar year and in accordance with the *Societies Act*.

4.3 **Extraordinary General Meeting**

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

4.4 **Calling of Extraordinary General Meeting**

The Foundation will convene an extraordinary general meeting by providing notice in accordance with the *Societies Act* and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the *Societies Act*.

4.5 **Notice of General Meeting**

The Foundation will send notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent; and
- (b) the auditor, if any is appointed,

not less than 14 days and not more than 60 days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

Notice of a General Meeting may be sent by the Foundation to a Member either personally, by delivery, courier or by mail posted to such Member's Registered Address, or, where the Member has provided a fax number or e-mail address, by fax or e-mail, respectively.

4.6 Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has determined to hold a General Meeting to include participation by Electronic Means, the notice of that meeting must inform Members that they may participate by Electronic Means and provide instructions on how this may be done.

4.7 Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Foundation:

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the report of the Directors;
- (d) consideration of the financial statements and the report of the auditor thereon, if any;
- (e) the consideration of any Members' proposals submitted in accordance with the *Societies Act*; and
- (f) the appointment of Directors.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2 Electronic Participation in General Meetings

The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

5.3 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

5.4 Quorum

A quorum at a General Meeting is five (5) Members.

5.5 Lack of Quorum

If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.6 Loss of Quorum

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.7 Chair

The Chair (or, in the absence or inability of the Chair, or one of the Vice-Chairs) will, subject to a Board Resolution appointing another Person, preside as chair at all General Meetings.

If at any General Meeting the Chair, all Vice-Chair(s) and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chair at that meeting.

5.8 Alternate Chair

If a Person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

5.9 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.10 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

6. VOTING BY MEMBERS

6.1 Ordinary Resolution Sufficient

Unless the *Societies Act*, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

6.2 Entitlement to Vote

Each Member is entitled to one (1) vote on matters for determination by the Members.

6.3 Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than 10% of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

6.4 Voting by Proxy

Voting by proxy is not permitted.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Foundation.

7.2 Qualifications of Directors

Pursuant to the *Societies Act*, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- (a) is less than 18 years of age;

- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the *Societies Act*.

7.3 **Composition of Board**

The Board will consist of a minimum of five (5) and a maximum of twenty (20) Directors, composed as follows:

- (a) the College Chair;
- (b) the College President; and
- (c) a minimum of three (3) and a maximum of eighteen (18) Directors appointed by the Members.

7.4 **Invalidation of Acts**

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

7.5 **Appointment of Directors**

A Director may be appointed at any time by Ordinary Resolution.

Directors will normally be appointed at the annual general meeting of the Foundation and will take office commencing at the close of the annual general meeting.

7.6 **Transition of Directors' Terms**

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was appointed, unless sooner ceasing in accordance with these Bylaws.

Any previous terms served by appointed Directors prior to these Bylaws coming into force will be counted towards the term limits set out below.

7.7 **Term of Directors**

The term of office of appointed Directors will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was appointed. If, however, the Director was appointed at an extraordinary general meeting, or by way of an Ordinary Resolution in writing, his or her term of office will be deemed to have commenced on

the day following such extraordinary general meeting or, in the case of an Ordinary Resolution, the day after the effective date of such Ordinary Resolution.

7.8 Consecutive Terms and Term Limits

Directors may be appointed for up to six (6) consecutive years, by any combination of terms. A Person who has served as a Director for six (6) consecutive years may not be re-appointed for at least one (1) year following the expiry of his or her latest term however a Director will, if approved by the Board in its discretion by Board Resolution, be eligible for re-appointment for an additional one (1) year term in unusual or extraordinary circumstances.

7.9 Extension of Term to Maintain Minimum Number of Directors

Every appointed Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are appointed and the result is that the number of appointed Directors would fall below three (3), the Person or Persons previously appointed as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

7.10 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Member qualified in accordance with Bylaw 7.2 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

7.11 Removal of Director

The Members may remove an appointed Director before the expiration of such Director's term of office by Special Resolution and may appoint a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

7.12 Ceasing to be a Director

A Person will immediately and automatically cease to be a Director:

- (a) upon the date which is the later of:
 - (i) the date of delivering his or her resignation in writing to the Chair or to the Address of the Foundation; and
 - (ii) the effective date of the resignation stated therein; or

- (b) in the case of Persons appointed as Directors pursuant to Bylaw 7.3(c), upon the expiry of his or her term, unless re-appointed; or
- (c) in the case of the College Chair and College President, upon ceasing to hold such office; or
- (d) upon the date such Person is no longer qualified pursuant to Bylaw 7.2; or
- (e) upon his or her removal; or
- (f) upon his or her death.

8. POWERS AND RESPONSIBILITIES OF THE BOARD

8.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Foundation may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Foundation;
- (b) such codes of conduct and ethics adopted by the Foundation; and
- (c) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Foundation. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Foundation in furtherance of the purposes of the Foundation.

8.2 Remuneration of Directors and Reimbursement of Expenses

No Director will be remunerated for being or acting as a Director but may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Foundation.

8.3 Investment of Property and Standard of Care

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

8.4 Investment Advice

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

8.5 Delegation of Investment Authority to Agent

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

9. PROCEEDINGS OF THE BOARD

9.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

9.2 Notice of Board Meetings

Meetings of the Board may be held at any time and place determined by the Board provided that two (2) days' notice of such meeting will be sent to each Director.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

9.3 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Foundation must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

9.4 Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

9.5 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Foundation, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof;

- (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

9.6 Chair of Meetings

The Chair (or, in the absence or inability of the Chair, a Vice-Chair) will preside as chair at all meetings of the Board.

If at any meeting of the Board the Chair, all Vice-Chairs and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

9.7 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

10. OFFICERS

10.1 Officers

The officers of the Foundation are the Chair, one or more Vice-Chairs, Secretary and Treasurer, together with such other offices, if any, as the Board, in its discretion, may create. The Chair and Vice-Chairs must be Directors.

The Board may, by Board Resolution, create and remove such other offices of the Foundation as it deems necessary and determine the duties and responsibilities of all officers.

10.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers.

10.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 10.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

10.4 Removal of Officers

A Person may be removed as an officer by Board Resolution.

10.5 Replacement

Should the Chair or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

10.6 Duties of the Chair

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Foundation and of the Board.

10.7 Duties of Vice-Chairs

The Vice-Chairs will assist the Chair in the performance of his or her duties and will, in the absence of the Chair, perform those duties. The Vice-Chairs will also perform such additional duties as may be assigned by the Board.

10.8 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

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

10.9 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

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

10.10 Absence of Secretary at Meeting

If the Secretary is absent from any General meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

10.11 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

10.12 President Emeritus

The Directors may, in their discretion, honour past Presidents of the Foundation for exemplary service to the Foundation and the broader community with the designation of "President Emeritus". A President Emeritus is not a director of the Foundation. The terms of such honorary designation will be established by Board policy as amended from time to time.

11. INDEMNIFICATION

11.1 Indemnification of an Eligible Party

Subject to Bylaw 11.4 and the provisions of the *Societies Act*, an Eligible Party will be indemnified by the Foundation against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Foundation:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

11.2 Indemnification of an Eligible Party in a Subsidiary

Notwithstanding Bylaw 11.1, the Foundation may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Foundation, which position is equivalent to the position of an Eligible Party in the Foundation itself.

11.3 Advancement of Expenses

To the extent permitted by the *Societies Act* and subject to Bylaw 11.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Foundation prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

11.4 Indemnification Prohibited

Notwithstanding Bylaws 11.1 and 11.2, the Foundation must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

- (a) has already been reimbursed for such expenses;
- (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;

- (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Foundation or any subsidiary of the Foundation; or
- (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

11.5 Indemnification not Invalidated by Non-Compliance

The failure of an Eligible Party of the Foundation to comply with the provisions of the *Societies Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

11.6 Approval of Court

The Foundation will apply to the court for any approval of the court to the extent such approval is required by the *Societies Act* or otherwise to ensure that the indemnities herein are effective and enforceable.

11.7 Purchase of Insurance

The Foundation may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

12. COMMITTEES

12.1 Creation and Delegation to Committees

The Board may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

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

12.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

12.3 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

12.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

13. EXECUTION OF INSTRUMENTS

13.1 Seal

The Foundation may have a corporate seal.

13.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Foundation may be signed as follows:

- (a) by the Chair, together with one other director, or
- (b) in the event that the Chair is unavailable to provide a signature, by any two Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Foundation without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Foundation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

14. FINANCIAL MATTERS

14.1 Accounting Records

The Foundation will maintain such financial and accounting records and books of account as are required by the *Societies Act* and applicable laws.

14.2 Borrowing Powers

In order to carry out the purposes of the Foundation, the Board may, on behalf of and in the name of the Foundation, raise or secure the payment or repayment of money in any manner it

decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

14.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

14.4 Audit Required

The Foundation is required to be audited and will annually appoint an external auditor with the qualifications required by the *Societies Act* and will comply with the relevant provisions of the *Societies Act* and this Part.

14.5 Appointment of Auditor at Annual General Meeting

The auditor will be appointed at an annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the *Societies Act* or until the Foundation no longer wishes to appoint an auditor.

14.6 Vacancy in Auditor

Except as provided in Bylaw 14.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

14.7 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the *Societies Act*.

14.8 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

14.9 Auditor's Report

The auditor must prepare a report on the financial statements of the Foundation in accordance with the requirements of the *Societies Act* and applicable law.

14.10 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to the meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

15. COLLEGE LIAISON

15.1 Financial Reporting to the College

The Board will deliver to the College, within ninety (90) days after the annual general meeting of the Foundation:

- (a) the annual report of the Directors;
- (b) the report of the auditor; and
- (c) a copy of the audited financial statements and consolidated financial statements (if any) of the Foundation and of corporations in which the Foundation holds fifty percent (50%) or more of the share capital.

15.2 Activity Reporting to the College

The Board will deliver to the College, within ninety (90) days after the annual general meeting of the Foundation, a written report of all activities, programs and undertakings of the Foundation during the year which will include but need not be limited to:

- (a) a description, the rationale and the outcome of each activity, program or undertaking of the Foundation; and
- (b) a plan outlining activities to be undertaken in the next ensuing year.

16. NOTICE GENERALLY

16.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where the member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

16.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

16.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

17. MISCELLANEOUS

17.1 Dissolution

Upon winding up or dissolution of the Foundation, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding up or dissolution, including the remuneration of a liquidator, and after payment to employees of the Foundation of any arrears of salary or wages, and after payment of any debts of the Foundation (the 'Remaining Funds and Property') will be distributed to Okanagan College if at the time of distribution Okanagan College still exists and is either a charity registered under the *Income Tax Act* (Canada) or a qualified donee allowed under the *Income Tax Act* (Canada). If Okanagan College at the time of distribution, does not exist or is not a charity registered under the *Income Tax Act* (Canada) as will be designated by the Directors of the Foundation and any Remaining Funds and Property which had originally been provided for specific purposes will, wherever possible, be distributed to qualified donees or charities registered under the provisions of the *Income Tax Act* (Canada) carrying on work of a similar nature to such specific purposes.

17.2 Inspection of Documents and Records

The documents and records of the Foundation, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Foundation, to examine any of the following documents and records of the Foundation at the Address of the Foundation during the Foundation's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Foundation;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Foundation's certificate of incorporation, and any other certificates, confirmations or records furnished to the Foundation by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Foundation;

- (j) the written consents of Directors to act as such; and
- (k) the disclosure of a Director or of the Executive Director regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Foundation. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Foundation, to examine any other document or record of the Foundation and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to examine may be provided on request by the Member for a fee to be determined by the Board subject to the limitations of the Act.

18. BYLAWS

18.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Foundation will provide him or her with, access to a copy of the Constitution and these Bylaws.

18.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

18.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date notice of the alteration is filed with the Registrar in accordance with the *Societies Act*.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: June 13, 2019