



YMCA Special Members Meeting
of the YMCA of Greater Vancouver will be held on
Wednesday, May 11, 2022
4:00 p.m. – 5:00 p.m.

This meeting will be conducted virtually, via Zoom.

Agenda

1. Call to order
2. Review of meeting purpose and voting procedures
3. Presentation of Amalgamation Special Resolution: move and seconded
4. Presentation of the case and approach to amalgamation
5. Opportunity for questions
6. Call for resolution
7. Closing remarks
8. Motion to adjourn

Special Resolution Approving Amalgamation

WHEREAS:

A. The Directors of The YMCA of Greater Vancouver (the “Society”) have recommended to the members of the Society, and the Members have determined that it is in the best interests of the Society, to amalgamate the Society with the Young Men’s Christian Association of Northern BC (“YNBC”), and The Kamloops Community YWCA-YMCA (“YK”, and collectively with the Society and YNBC, the “Amalgamating Societies”) as a society under the Societies Act (British Columbia) (the “Amalgamation”).

B. The Amalgamating Societies established a joint governance transition committee (the “Committee”), which prepared a form amalgamation agreement (the “Amalgamation Agreement”), which has been reviewed by the Directors of the Society and recommended to the members of the Society for approval.

C. The Amalgamating Societies, each being a registered charity, have jointly submitted the Amalgamation Agreement to the Charities Directorate of the Canada Revenue Agency (the "CRA"), which approval is still pending.

BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The Amalgamation and the Amalgamation Agreement, including the constitution and bylaws of the amalgamated society and the amalgamation application (the "Amalgamation Application"), each as set forth in the schedules of the Amalgamation Agreement, all substantially in the form attached hereto as Schedule "A", be and are hereby approved.
2. The Committee may assent to any alteration or modification of the Amalgamation Agreement (including its schedules), which may be required by the CRA or be of an administrative nature consistent with the substance the Amalgamation Agreement. All other alterations or modifications to the Amalgamation Agreement (including its schedules) shall be assented to by resolution of the Directors of the Society.
3. The authority of the Committee under the Amalgamation Agreement to determine the final number of directors of the amalgamated society, to approve director terms, to adopt terms of reference for director nominations, and to approve additional directors of the amalgamated society be and are hereby expressly acknowledged and approved.
4. Subject to approval by the CRA and the foregoing resolutions, any one Director or Officer of the Society be and is hereby authorized and directed to complete, execute and file the Amalgamation Application, with such alterations or modifications as have been assented to or may be required pursuant to the foregoing resolutions, with the Registrar of Companies for British Columbia and any two Directors or Officers of the Society be and are hereby authorized and directed to take all such other actions and execute and deliver all such other documentation which are necessary or desirable for the implementation of this resolution.

THE YMCA OF GREATER VANCOUVER

Special Resolution Approving Amalgamation

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- A. The Directors of The YMCA of Greater Vancouver (the “**Society**”) have recommended to the members of the Society, and the Members have determined that it is in the best interests of the Society, to amalgamate the Society with the Young Men’s Christian Association of Northern BC (“**YNBC**”), and The Kamloops Community YWCA-YMCA (“**YK**”, and collectively with the Society and YNBC, the “**Amalgamating Societies**”) as a society under the *Societies Act* (British Columbia) (the “**Amalgamation**”).
- B. The Amalgamating Societies established a joint governance transition committee (the “**Committee**”) which prepared a form amalgamation agreement (the “**Amalgamation Agreement**”), which has been reviewed by the Directors of the Society and recommended to the members of the Society for approval.
- C. The Amalgamating Societies, each being a registered charity, have jointly submitted the Amalgamation Agreement to the Charities Directorate of the Canada Revenue Agency (the “**CRA**”), which approval is still pending.

BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The Amalgamation and the Amalgamation Agreement, including the constitution and bylaws of the amalgamated society and the amalgamation application (the “**Amalgamation Application**”), each as set forth in the schedules of the Amalgamation Agreement, all substantially in the form attached hereto as Schedule “A”, be and are hereby approved.
2. The Committee may assent to any alteration or modification of the Amalgamation Agreement (including its schedules), which may be required by the CRA or be of an administrative nature consistent with the substance the Amalgamation Agreement. All other alterations or modifications to the Amalgamation Agreement (including its schedules) shall be assented to by resolution of the Directors of the Society.
3. The authority of the Committee under the Amalgamation Agreement to determine the final number of directors of the amalgamated society, to approve director terms, to adopt terms of reference for director nominations, and to approve additional directors of the amalgamated society be and are hereby expressly acknowledged and approved.
4. Subject to approval by the CRA and the foregoing resolutions, any one Director or Officer of the Society be and is hereby authorized and directed to complete, execute and file the Amalgamation Application, with such alterations or modifications as have been assented to or may be required pursuant to the foregoing resolutions, with the Registrar of Companies for British Columbia and any two Directors or Officers of the Society be and are hereby authorized and directed to take all such other actions and execute and deliver all such other documentation which are necessary or desirable for the implementation of this resolution.

SCHEDULE A
AMALGAMATION DOCUMENTS

See attached.

AMALGAMATION AGREEMENT

THIS AMALGAMATION AGREEMENT (“**Agreement**”) dated for reference _____, 2022, is made

AMONG:

YOUNG MEN’S CHRISTIAN ASSOCIATION OF NORTHERN BC, a British Columbia Society (Incorporation No. S0007040 and charitable registration no. 119307197 RR 0001), having its registered office at 2020 Massey Drive, Prince George, British Columbia, V2L 4V7

(“**YNBC**”)

AND:

THE KAMLOOPS COMMUNITY YMCA-YWCA, a British Columbia Society (Incorporation No. S0007516 and charitable registration no. 107556060 RR 0001), having its registered office at 300 – 180 Seymour Street, Kamloops, British Columbia, V2C 2E3

(“**YK**”)

AND:

THE YMCA OF GREATER VANCOUVER, a British Columbia Society (Incorporation No. S0050350 and charitable registration no. 803976075 RR 0001), having its registered office at 2900 – 550 Burrard Street, Vancouver, British Columbia, V6C 0A3

(“**YGV**”)

WHEREAS:

- A. Each of YNBC, YK and YGV (collectively, the “**Partner YMCAs**”) are societies organized under the *Societies Act* (British Columbia) (the “**Act**”) and charitable organizations as defined in the *Income Tax Act* (Canada).
- B. The Partner YMCAs have been engaged in amalgamation discussions and have established a governance transition committee comprise of directors of each Partner YMCA to coordinate the amalgamation and integration process of the Partner YMCAs (the “**Governance Transition Committee**”).

- C. The Partner YMCAs acting under the authority contained in the Act have agreed to amalgamate under the terms and conditions set out in this Agreement.
- D. It is desirable that the amalgamation of the Partner YMCAs (the “**Amalgamation**”) be effected.
- E. In connection with the Amalgamation, YK has also agreed to transfer certain real property owned by YK and located in Kamloops, British Columbia, by deed of gift to The YMCA of Greater Vancouver Properties Foundation.

NOW THEREFORE, in consideration of the covenants and agreements, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. AMALGAMATION

Each of the Partner YMCAs agrees to amalgamate under the provisions under the Act, with the Amalgamation to be effective on the filing of the amalgamation application with the British Columbia Registrar of Companies (the “**Registrar**”). In this Agreement, the expression “**Amalgamated Society**” shall mean the society continuing from the Amalgamation.

2. NAME

The name of the Amalgamated Society shall be “YMCA BC”.

3. AMALGAMATION APPLICATION AND BYLAWS

3.1 The constitution and of the bylaws of the Amalgamated Society and the required amalgamation application to be filed with the Registrar (the “**Amalgamation Application**”) shall be in the forms set out in Schedule A, Schedule B and Schedule C to this Agreement respectively.

4. REGISTERED OFFICE

The mailing and delivery addresses of the registered office of the Amalgamated Society, until changed in accordance with the Act, shall be 2900 – 550 Burrard Street, Vancouver, British Columbia, V6C 0A3.

5. DIRECTORS OF THE AMALGAMATED SOCIETY AND REPRESENTATION

5.1 The number of directors of the Amalgamated Society, until changed in accordance with the bylaws of the Amalgamated Society, shall be between 16 and 17 directors, with the final number to be determined by the Governance Transition Committee in accordance with 5.1(d) prior to the filing of the requisite amalgamation application. The first board of directors of the Amalgamated Society shall be composed as follows, with each such director, where applicable, serving for the term set forth opposite their name:

- (a) Six directors nominated by YGV, namely:

Houtan Rafii	3-year term
Jeanette McPhee	3-year term
Marsha Walden	3-year term
Andre Powell	2-year term
Greg D'Avignon	2-year term
David Gaskin	1-year term

- (b) Two directors nominated by YNBC, namely Pat Flack and Catherine Pennington, for terms approved by the Governance Transition Committee;
- (c) Two directors nominated by YK, namely Karl de Bruijn and Jeanine Ball, for terms approved by the Governance Transition Committee;
- (d) A minimum of three and a maximum of four external directors proposed by the nominations sub-committee of the Governance Transition Committee and approved by the Governance Transition Committee, provided that the sub-committee shall propose candidates for the positions of external directors in accordance with the terms of reference to be adopted by the Governance Transition Committee. Such terms of reference shall require that candidates for the positions of external directors must meet a broad range of skills, ability and expertise and must reflect the diversity of the communities served by the Amalgamated Society, including, without limitation, geography, ancestry, race, multi-cultural representation, Indigenous peoples, age, and gender identity and expression.
- (e) Melinda McKie, the designate of The YMCA of Greater Vancouver Foundation (the “**Foundation**”), as an ex officio director (the “**Foundation Director**”);
- (f) Gavin Hume, the designate of The YMCA of Greater Vancouver Properties Foundation (the “**Properties Foundation**”) as an ex officio director (the “**Properties Foundation Director**”); and
- (g) Mary Ann Davidson, in the function of past chair, for a 2-year term.

5.2 The terms of the first directors shall begin on the effective date of the Amalgamation and end (except in the case of the Foundation Chair and Properties Foundation Chair, each as defined in the bylaws of the Amalgamated Society) at the close of the annual general meeting of the Amalgamated Society held in the year in which their term ends. The terms of the Foundation Director and the Properties Foundation Director shall end in accordance with the bylaws of the Amalgamated Society. The other first directors shall hold office until the end of their respective terms or they otherwise cease to hold office as specified in the Act, or in the bylaws of the Amalgamated Society. The directors shall carry on and continue in the operations of the

Amalgamated Society in such manner as they shall determine, subject to and in accordance with the Bylaws of the Amalgamated Society and the Act.

5.3 The Partner YMCAs, or, if required, the Amalgamated Society, will, in good faith, endeavour to cooperate with the Foundation and the Properties Foundation with a view to achieving representation on the boards of each foundation reflective of a broad range of skills, ability and expertise and must reflect the diversity of the communities served by the Amalgamated Society, including, without limitation, geography, ancestry, race, multi-cultural representation, Indigenous peoples, age, and gender identity and expression and consistent with the broader geographic scope of the communities to be served by the Amalgamated Society.

6. MEMBERSHIPS

6.1 The membership in the Amalgamated Society shall be comprised of the following classes:

- (a) Association Members;
- (b) Participant Members; and
- (c) Honourary Member.

6.2 The bylaws of the Amalgamated Society prescribe how a person becomes a member of the Amalgamated Society and the rights and obligations of the members.

6.3 Notwithstanding Section 6.2, the persons who are association members, participant members or honorary members in YNBC, YK and YGV, respectively, immediately before the effective date of the Amalgamation and continue to meet the eligibility criteria prescribed in the bylaws of the Amalgamated Society shall automatically shall become members of the corresponding class of members of the Amalgamated Society upon the Amalgamation taking effect. For greater clarity:

- (a) “Association Member”, “Participant Members” and “Honourary Members” of YGV shall be equivalent, respectively, to Association Members”, “Participant Members” and Honourary Members of the Society;
- (b) “voting members”, “Program Participants” and “Honourary Members” of YNBC shall be equivalent, respectively, to “Association Members”, “Participant Members” and “Honourary Members” of the Society; and
- (c) “Voting Members”, “Participant Members” and “Honourary Members” of YK shall be equivalent, respectively, to “Association Members”, “Participant Members” and “Honourary Members” of the Society.

7. FINANCIAL YEAR-END AND CHARITABLE REGISTRATION NUMBER AND AUDITORS

7.1 The financial year-end of the Amalgamated Society shall be December 31, until changed by the directors of the Amalgamated Society.

7.2 The Amalgamated Society will use the charitable registration number of YGV (803976075 RR 0001).

8. ASSETS AND LIABILITIES

8.1 Upon the Amalgamation taking effect, the Amalgamated Society will have all the property, rights and interests and will be subject to all the debts, liabilities and obligations of the Partner YMCAs without any further deeds, transfers or conveyances as fully and effectually and to all intents and purposes as they are now held by the respective Partner YMCAs.

8.2 Without limiting Section 8.1, the employment agreements entered into by the Partner YMCAs with their respective employees and the collective agreements to which each of YK and YGV is a party, namely (1) the collective agreement between the B.C. Government and Service Employees' Union (BCGEU) and the Kamloops Community YMCA-YWCA, effective from January 20, 2020 (or any successor agreement thereof), and (2) the collective agreement between the YMCA Child Care Centres and the B.C. Government and Service Employees' Union (BCGEU), effective from January 1, 2020, will continue unaffected following the amalgamation, and the Amalgamated Society will comply with all obligations of the respective Partner YMCAs under all such employment agreements and collective agreements.

8.3 The directors of the Amalgamated Society shall have full power to carry the Amalgamation into effect and to perform such acts as are necessary or proper for such purposes.

9. TERMINATION

9.1 The Partner YMCAs may, at any time prior to the issuance of the Certificate of Amalgamation, by an instrument approved by or subsequently ratified by resolution of their respective directors duly signed by a director or officer of each of the Partner YMCAs, terminate this Agreement.

9.2 If the respective directors of any of the Partner YMCAs determine that it is in the best interests of the Partner YMCAs, or any of them, not to proceed with the Amalgamation, then any of the Partner YMCAs may, by written notice to the other Partner YMCAs, terminate this Agreement at any time prior to the Partner YMCAs being amalgamated.

9.3 Upon that termination pursuant to Sections 9.1 or 9.2, the Amalgamation will not take place notwithstanding the fact that this Agreement may have been adopted by the members of each of the Partner YMCAs, and all rights of all the parties hereto will be at an end and this Agreement will be of no further force or effect.

10. EFFECTIVE DATE

10.1 This Agreement will not become effective until it has been adopted by each of the Partner YMCAs in the manner required by the Act, the amalgamation has been approved by the Charities Directorate of the Canada Revenue Agency (“CRA”) all required third party consents or approvals (including, without limitation consents or approvals under banking and loan agreements, municipal government approvals relating to facility leases, consents or approvals under funding agreements or gaming licenses) have been obtained.

10.2 Subject to the provisions of Section 11, upon satisfaction of the requirements of Section 10.1 and provided this Agreement has not been terminated, the Partner YMCAs agree that they will, jointly and together, promptly file with the Registrar the Amalgamation Application and the Amalgamation shall take effect upon such filing. The Amalgamation shall be effective on September 1, 2022, or such later date on which all requirements of Section 10.1 are satisfied.

11. MODIFICATION OF AGREEMENT

Each of the Partner YMCAs, by resolution of the respective directors and approved by special resolution of their respective members, agree that the Governance Transition Committee may assent to any alteration or modification of this Agreement (including its schedules), which may be required by the CRA or be of an administrative nature consistent with the substance of this Agreement. All other alterations or modifications to this Agreement (including its schedules) shall be assented to by director’s resolution of each Partner YMCA. All alterations and modifications assented to in accordance with this Section 11 shall be binding upon the Partner YMCAs.

12. NOTICE

All notices, requests, consents, claims, demands, waivers and other communications under this Agreement (each, a “Notice” and with the correlative meaning, “Notify”) must be in writing and addressed to the other parties at the respective address set out below (or to any other address that the receiving party may designate from time to time in accordance with this Section 12). Unless otherwise agreed herein, all Notices must be delivered by personal delivery, courier registered mail or e-mail (with confirmation of transmission as proof of receipt). Except as otherwise provided in this Agreement, a Notice is effective only (a) on receipt by the receiving party and (b) if the party giving the Notice has complied with the requirements of this Section 12:

Notice to YNBC

YMCA of Northern BC
PO Box 1808, 2020 Massey Drive
Prince George, B.C., V2L 4V7

E-mail: Amanda.alexander@nbc.ycmca.ca

Attention: Amanda Alexander, Chief
Executive Officer

Notice to YK:

Kamloops YMCA-YWCA
150 Wood St.
Kamloops, B.C. V2B 0G6
E-mail: colin.reid@kamloopsy.ca

Attention: Colin Reid, Chief Executive Officer

Notice to YGV:

The YMCA of Greater Vancouver
10 – 620 Royal Avenue
New Westminster, B.C. V3M 1J2
E-mail: Heidi.worthington@gv.ymca.ca

Attention: Heidi Worthington, President and
CEO

13. INDEPENDENT LEGAL ADVICE

Each of YK and YNBC acknowledges and agrees that Fasken Martineau DuMoulin LLP has acted as counsel only to YGV and that such counsel are not protecting the interests of any other party to this Agreement. Each of YK and YNBC represents that it has been given an opportunity to obtain independent legal advice with respect to the subject matter of this Agreement and the transactions contemplated hereby and represents and warrants to the YGV that each of YK and YNBC has sought and obtained such independent legal advice as each of YK and YNBC, respectively, considers necessary or advisable in connection herewith or waives such advice.

14. GENERAL

14.1 Each Partner YMCA shall execute such documents and do all such further deeds, acts, things and assurances as may be necessary to more perfectly and absolutely carry out the meaning and intent of this Agreement.

14.2 The Partner YMCAs acknowledge that each party shall be responsible for its own legal expenses.

14.3 This Agreement shall be construed, interpreted and enforced in accordance with, and the respective rights and obligations of the Partner YMCAs shall be governed by, the laws of the Province of British Columbia and the federal laws of Canada applicable therein, and each party irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of such province and all courts competent to hear appeals therefrom except as may be otherwise agreed.

14.4 This Agreement shall enure to the benefit of and shall be binding on and enforceable by the parties and their respective successors and permitted assigns. None of the Partner YMCAs may assign any of its rights or obligations hereunder without the prior written consent of the Partner YMCAs.

14.5 Subject to Section 10.2, no amendment or waiver of any provision of this Agreement shall be binding on either party unless consented to in writing by such party. No waiver of any provision of this Agreement shall constitute a waiver of any other provision, nor shall any waiver constitute a continuing waiver unless otherwise provided.

14.6 Any article, section or other subdivision or any other provision of this Agreement which is, is deemed to be, or becomes void, illegal, invalid or unenforceable shall be severable herefrom and ineffective to the extent of such voidability, illegality, invalidity or unenforceability, and shall not invalidate, affect or impair the remaining provisions hereof, which provisions shall be severable from any void, illegal, invalid or unenforceable article, section or other subdivision or provision.

15. COUNTERPARTS

This Agreement may be signed in as many counterparts as may be necessary, and any signature may be written, printed, scanned, stamped, or otherwise mechanically reproduced or may be an electronic signature or a digital signature created via a medium or a technology that ensures the authenticity and integrity of such signature including, without limitation, DocuSign and any counterpart may be delivered by means of electronic communication producing a printed copy, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date first set forth above.

[Remainder of the page left blank. The next page is the signature page.]

IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the date first above written.

**YOUNG MEN'S CHRISTIAN
ASSOCIATION OF NORTHERN BC**

**THE KAMLOOPS COMMUNITY
YMCA-YWCA**

Per: _____
Authorized Signatory

Per: _____
Authorized Signatory

Per: _____
Authorized Signatory

Per: _____
Authorized Signatory

**THE YMCA OF GREATER
VANCOUVER**

Per: _____
Authorized Signatory

Per: _____
Authorized Signatory

**SCHEDULE A
CONSTITUTION**

[See attached.]

YMCA BC

CONSTITUTION

The purposes of the Society are:

- (a) to advance education by providing programs and services open to the public such as: family workshops and seminars on topics such as child development, effective communication and behaviour management, and employment skills training;
- (b) to promote health by providing programs and services open to the public such as: healthy physical activity and nutritional counselling;
- (c) to provide a public amenity by establishing, administering, and maintaining multi-use recreational facilities and offering programs and services open to the public such as: education counselling, youth mental health programs, support services to refugees and immigrants in need, and child care;
- (d) to advance education and promote health through the provision of training to individuals on the prevention of disease among young people in developing countries;
- (e) To relieve poverty and promote health by providing emergency housing and non-profit housing for people living in vulnerable circumstances and to provide counselling and outreach programs to individuals affected by family violence and youth who have been affected by abuse and bullying;
- (f) to fund, support and promote any one or more of the following organizations provided that, and so long as, any such organizations are “qualified donees” as defined in subsection 149.1(1) of the Income Tax Act (Canada):
 - (i) the YMCA BC Foundation;
 - (ii) the YMCA BC Properties Foundation;
 - (iii) any organization that is a member of The National Council of Young Men’s Christian Associations of Canada; and
 - (iv) any foundation or endowment fund whose purposes include the support of organizations that are members of The National Council of Young Men’s Christian Associations of Canada.

**SCHEDULE B
BYLAWS**

[See attached.]

BYLAWS OF YMCA BC

PART 1 INTERPRETATION

1.1 Definitions

- (a) In these bylaws, unless the context otherwise requires:
- (i) “**Amalgamation Agreement**” means the amalgamation agreement among the Predecessor YMCAs dated [●], 2022;
 - (ii) “**Appeals Committee**” has the meaning given to the term in Section 2.8(a);
 - (iii) “**Board**” means the Board of Directors of the Society for the time being;
 - (iv) “**Continuing Member**” has the meaning given to the term in Section 2.4;
 - (v) “**Designate**” has the meaning given to the term in Section 2.8(b);
 - (vi) “**Directors**” means the members of the Board, and “**Director**” means any one of them;
 - (vii) “**Major Facilities**” means the major operating facilities of the Society, as designated by the Board from time to time;
 - (viii) “**registered address**”, in respect of a member, means the member’s address, including an email address, as recorded in the register of members, and in respect of a Director, means the Director’s address as provided to the Society from time to time;
 - (ix) “**Predecessor YMCA**” means each of The Kamloops Community YMCA-YWCA, The YMCA of Greater Vancouver and the Young Men’s Christian Association of Northern BC;
 - (x) “**President**” has the meaning given to the term in Section 9.1;
 - (xi) “**Society**” means YMCA BC; and
 - (xii) “**Societies Act**” means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it.
- (b) The definitions in the *Societies Act* are hereby incorporated into these bylaws.

1.2 Meanings

Words importing the singular include the plural and vice versa; and words importing a gender include other genders. Headings are for convenience of reference only and in no way define, limit or enlarge the scope, meaning and intent and in no way affect the interpretation of these bylaws.

PART 2 MEMBERSHIP

2.1 Society Membership

The members of the Society are the Continuing Members and those persons who subsequently have become members and, in any case, have not ceased to be members.

2.2 Member Classes

The Society shall have the following member classes:

(a) Association Members

Membership as Association Members shall be open to individuals nineteen (19) years of age or over (other than employees of the Society) who:

- (i) donate at least one hundred dollars (\$100.00), or such other amount as may be determined by the Board from time to time, to the Society or a Predecessor YMCA in each of the previous two full calendar years;
- (ii) perform a minimum of forty-eight (48) hours of voluntary service, or such number of hours as may be determined by the Board from time to time, for the Society or a Predecessor YMCA in each of the previous two full calendar years, as verified by the President or their designate; or
- (iii) serve as a Director, as member of the board of directors of the YMCA BC Foundation or of the YMCA BC Properties Foundation.

(b) Participant Members

Membership as Participant Members shall be open to individuals nineteen (19) years of age or over who:

- (i) participate in any activity or function of the Society; or
- (ii) are registered in any program operated by the Society.

(c) Honourary Members

The Board may confer the status of "Honourary Member" upon such persons as the Board may determine from time to time having regard to contributions made

or proposed to be made to the Society or to contributions otherwise made to the community which are supportive of or consistent with the objects of the Society.

2.3 Admission as Members

Any person of good moral character may apply to become a member in one of the member classes of the Society and shall become a member of the Society upon meeting the eligibility criteria for that class as set out in Section 2.2 and acceptance by the Board or their designate, if any. The Board or its designate may accept or reject applications for membership in their sole discretion (which discretion shall not be limited in any way by the fact that an applicant meets the eligibility criteria for that class) or in accordance any rules or regulations prescribed at any time, or from time to time by the Board.

2.4 Continuing Members on Amalgamation

Notwithstanding the foregoing, all persons who were members of a Predecessor YMCA on the date of the Society's amalgamation and continue to meet the respective eligibility criteria set forth in Section 2.2 shall automatically become members of the corresponding member class of the Society as of such date (each being referred to as a "**Continuing Member**"). For greater clarity:

- (a) "Association Member", "Participant Members" and "Honourary Members" of The YMCA of Greater Vancouver shall be equivalent, respectively, to Association Members", "Participant Members" and Honourary Members of the Society;
- (b) "voting members", "Program Participants" and "Honourary Members" of the Young Men's Christian Association of Northern BC shall be equivalent, respectively, to "Association Members", "Participant Members" and "Honourary Members" of the Society; and
- (c) "Voting Members", "Participant Members" and "Honourary Members" of the Kamloops Community YMCA-YWCA shall be equivalent, respectively, to "Association Members", "Participant Members" and "Honourary Members" of the Society.

2.5 Membership Duties

Every member must uphold the constitution and comply with these bylaws and any rules and regulations prescribed from time to time by the Board.

2.6 Membership Privileges

Members who are in good standing have the following privileges:

- (a) Association Members:
 - (i) have the right to attend and vote at all general meetings of the Society; and

- (ii) are eligible to represent the Society on the National Council of Young Men's Christian Associations of Canada, at international conventions, at world conventions, and at any other bodies with which the Society is affiliated, if qualified according to the requirements of these bodies.
- (b) Participant Members shall not be entitled to attend, participate in or vote at any general meetings of the Society. Participant members shall pay to the Society such fees (including any program and facility fees), if any, as have been determined by the Board or its designate from time to time.
- (c) Honourary Members shall not be entitled to vote at any general meetings of the Society, nor will Honourary Members be required to pay dues or fees in respect of such membership.

2.7 Ceasing Membership

A person ceases to be a member of the Society:

- (a) by delivering their resignation in writing to the Chair of the Society or by mailing or delivering their resignation to the address of the Society;
- (b) on their death;
- (c) on the cancellation of their membership;
- (d) at the end of the calendar year in which the person no longer meets the membership eligibility requirements;
- (e) on having been a member not in good standing for 12 consecutive months;
- (f) on being expelled as a member of the Society; or
- (g) on the expiry of that person's term of membership.

2.8 Suspension and Expulsion from Membership

- (a) There will be established by the Board from time to time a committee of the Board (the "**Appeals Committee**") to hear representations by Association Members and Honourary Members on proposed suspensions or expulsions under this Section 2.8 and on extra-ordinary disciplinary matters under Section 2.8(f), consisting of at least two Board members and others that may be appointed by the Board. The relevant provisions of PART 6 of these bylaws will apply to the Appeals Committee.
- (b) Where the President, or such person or persons whom the President designates from time to time (each a "**Designate**"), determine in their discretion that any member has conducted themselves in a manner deemed to be improper, unbecoming, likely to undermine the interests or reputation of the Society or in

breach of the provisions of these bylaws or the policies, rules or regulations adopted pursuant to these bylaws, then:

- (i) the President or a Designate may suspend the member in question for such period of time as the President or Designate deems appropriate in the circumstances; or
 - (ii) the President may expel the member in question.
- (c) Before an Association Member or Honourary Member is suspended or expelled, the President or Designate must send to the member a written notice of the proposed suspension or expulsion, including reasons and give the member a reasonable opportunity to make representations in writing respecting the proposed suspension or expulsion to the President or Designate within 7 days following receipt of the notice of proposed suspension or expulsion by the member. If the matter cannot otherwise be resolved by the President or Designate with the member within 14 days following receipt by the President or Designate of the member's written representations it will be submitted to the Appeals Committee for determination.
- (d) A matter involving a proposed suspension or expulsion of a Participant Member will be determined by the President or their Designate, provided that before a Participant Member is suspended or expelled, the President or their Designate must send the Participant Member written notice of the proposed discipline or expulsion, including reasons, and give the Participant Member a reasonable opportunity to make written representations to the President respecting the proposed discipline or expulsion.
- (e) Unless the Appeals Committee determines otherwise with respect to an Association Member or Honourary Member, or the President determines otherwise with respect to a Participant Member, a suspension or expulsion will take effect after the period for delivering written representations pursuant to Section 2.8(c) or as determined by the President or their Designate under Section 2.8(d) has expired and the respective member has not delivered such notice and, in case of as suspension will continue for such period of time that the President or Designate has determined.
- (f) Notwithstanding any of the foregoing, if, in the opinion of the President or their Designate member conduct is alleged to be offensive, harassing, threatening, to have caused harm to, or to be posing an imminent danger to life, health or property, the President or Designate may immediately suspend for a period not exceeding 14 days provided that the President or Designate shall immediately send the notice required pursuant to Section 2.8(c) to the member with respect to the extra-ordinary suspension and any other proposed suspension or expulsion, and the member may exercise their right pursuant to Section 2.8(c) to make written representations, with respect to the extra-ordinary suspension and any other proposed disciplinary action.

- (g) A suspended member will not, during the period of suspension, have the right to vote, hold any office or position in the Society, use any of the facilities or other privileges made available to members, as applicable.
- (h) An expelled member will not be entitled to any damages, compensation or any payment whatsoever based on or arising from the member's expulsion or the manner in which it is carried out.

2.9 Good Standing

All members are in good standing except a member who has been suspended or who has failed to pay to the Society any applicable fees (including any program and facility fees), if any, that have been determined by the Board or its designate, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as any amount outstanding remains unpaid.

PART 3 MEETINGS OF MEMBERS

3.1 Holding General Meetings

- (a) Subject to Section 3.1(b), the Board may at any time call a general meeting of members at such date, time and location in British Columbia (except in the case of a fully electronic meeting) as may be determined by the Board. A general meeting may be held at a location outside British Columbia agreed on by every voting member before the meeting.
- (b) Unless the holding of an annual general meeting is deferred in accordance with the *Societies Act*, the Board must call annual general meetings so that an annual general meeting is held in each calendar year.

3.2 General Meeting Type

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

3.3 Calling a General Meeting

Extraordinary general meetings of the Society may be called by the Chair or a majority of the Board.

3.4 Notice to Members

- (a) Notice of a general meeting may be provided to each member not less than 14 days before the date of the meeting, but each member may, in any manner, waive or reduce the period of notice for a particular meeting. A member who attends at a general meeting waives the member's entitlement to notice of the meeting

unless the member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called.

- (b) Notice of a general meeting will specify the place, day and hour of meeting, and, in case of special business, the general nature of that business and must include the text of any special resolution to be submitted to the meeting. If a general meeting is held as an electronic meeting in accordance with Section 4.9, the notice of meeting must also contain instructions for attending and participating in the general meeting by telephone or other communications medium, including, if applicable, instructions for voting at the general meeting.
- (c) Notice of a general meeting may also be provided by:
 - (i) sending an email with the date, time and location of the general meeting and all other required information to every member for whom the Society has an email address in its register of members; and
 - (ii) posting notice of the date, time and location of the general meeting and all other required information, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members.
- (d) Subject to the *Societies Act*, notice of a general meeting will be given to:
 - (i) every member who is shown on the register of members on the day notice is given;
 - (ii) each Director; and
 - (iii) the auditor.

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

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

3.5 Frequency of General Meeting

An annual general meeting will be held at least once in every calendar year, subject to an extension of the time within which the Society is required to hold an annual general meeting granted by the Registrar of Companies (or successor) pursuant to the *Societies Act*.

PART 4
PROCEEDINGS AT GENERAL MEETINGS

4.1 General Meeting Business

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business conducted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Board;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required, and the authorization of the Board to determine the remuneration of the auditor; and
 - (vii) the other business that, under these bylaws or the *Societies Act* ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Board at the meeting.

4.2 Quorum

- (a) Business, other than the election of a chair and the adjournment or termination of the meeting, will not be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) 21 members, 6 of whom are Directors, will constitute a quorum at any general meeting of the Society.

4.3 Delay in Reaching Quorum

If within 30 minutes after the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated; but in any other case, it will stand adjourned to the same day in the next week, 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 despite Section 4.2.

4.4 Chair

Subject to Section 4.5, the Chair or in such person's absence, the Past-Chair or in the absence of the Chair and the Past-Chair, one of the Vice-Chairs or in the absence of the Chair, the Past-Chair and all Vice-Chairs, one of the other Directors present, chosen by simple majority vote of the members present, will preside as chair of a general meeting.

4.5 Absence of Chair

If at a general meeting:

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

the members present must choose by simple majority vote one of their number to be the chair.

4.6 Adjournment of General Meeting

- (a) A 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) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

4.7 Proposing Resolutions

A resolution proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution.

4.8 Voting

- (a) All Association Members in good standing are entitled to one vote at a general meeting.
- (b) Voting at a general meeting, including the election of Directors, may be by show of hands, an oral vote or another method that adequately discloses the intention of the members entitled to vote, or a combination of the foregoing, all as determined by the Board, taking into consideration the manner in which the general meeting is held (including by way of electronic meeting), unless a secret ballot is demanded by a majority of the members who are present and entitled to vote

whether before or after a vote has been conducted. The demand for the secret ballot may be withdrawn by the members who demanded it before the secret ballot is carried out.

- (c) If a secret ballot is duly demanded at a general meeting, the secret ballot must be taken at the general meeting, or within seven days after the date of the meeting, as the chair of the meeting directs; and in the manner (including by communications medium as long as the secrecy of the vote is assured), at the time and at the location(s) (if any) that the chair of the meeting directs. The result of the secret ballot is deemed to be a resolution of and passed at the general meeting at which the secret ballot is demanded. Notwithstanding the foregoing, a secret ballot demanded at a general meeting on a question of adjournment must be taken immediately at the meeting.
- (d) Voting by proxy will not be permitted.
- (e) In the case of an equality of votes, the chair will not have a casting or second vote in addition to the vote to which such person may be entitled as a member, and the proposed resolution will not pass.

4.9 Electronic Meetings

Subject to the *Societies Act*, the Board may decide, in its sole discretion, to hold a general meeting as a fully or partially electronic meeting. If the Board decides to hold a general meeting as fully or partially electronic meeting, the Board shall make arrangements for members to participate in, and, if applicable, to vote at such general meeting by telephone or other communications medium. A member or other person so participating in such general meeting by telephone or other communications medium shall be deemed to be present at the meeting and to have so agreed. A member entitled to vote at the general meeting and participating by a telephone or other communications medium shall be counted in the quorum therefor and be entitled to speak and vote at such general meeting.

PART 5 DIRECTORS

5.1 Powers of the Board

- (a) The Board will govern and supervise the management of the activities and affairs of the Society in accordance with the constitution and these bylaws, and will be authorized to exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by law, by these bylaws, by rules not being inconsistent with these bylaws that are made from time to time by the Society in a general meeting, or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting.
- (b) The Board must act as a collective body and an individual Director as such has no authority and must not purport to exercise any authority unless such authority is contained in these bylaws or is specifically bestowed in writing by the Board or

the Chair pursuant to these bylaws. Despite the foregoing, the officers of the Society may carry out the duties incident to their positions.

- (c) No rule, made by the Society in a general meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.

5.2 **Composition of Board**

The Board will consist of not fewer than 10 and not more than 20 Directors consisting of:

- (a) not fewer than 7 and not more than 17 elected Directors or such other number as the members may by ordinary resolution determine; and
- (b) the following ex officio Directors:
 - (i) the chair of the YMCA BC Foundation (the “**Foundation Chair**”) from time to time or a person designated by such Foundation Chair;
 - (ii) the chair of the YMCA BC Properties Foundation (the “**Properties Foundation Chair**”) from time to time or a person designated by such Properties Foundation Chair; and
 - (iii) the Past-Chair of the Society from time to time,

for so long as such persons serve in that capacity and provided that such persons consent to act as Directors.

5.3 **Retirement of Directors**

- (a) The term of the Past-Chair as a director will expire upon such person ceasing to be the immediate Past-Chair of the Society.
- (b) The term of the Foundation Chair (or the designate of the Foundation Chair) as a director will expire upon such person ceasing to be the Foundation Chair (or the revocation of such designation by the Foundation Chair).
- (c) The term of the Properties Foundation Chair (or the designate of the Properties Foundation Chair) as a director will expire upon such person ceasing to be the Properties Foundation Chair (or the revocation of such designation by the Properties Foundation Chair).
- (d) In addition to the provisions of Sections 5.3(a) to and including 5.3(c), 5.5 and 5.11, Directors will cease to hold office if they:
 - (i) die;
 - (ii) resign their office by notice in writing delivered to the Chair or the address of the Society as filed under the *Societies Act*;

- (iii) cease to be qualified to act as a Director pursuant to section 44 of the *Societies Act*; or
 - (iv) are convicted of another indictable offence and the other Directors have resolved to remove such Director.
- (e) Subject to Section 5.5(c), a retiring Director will be eligible for re-election.

5.4 Election of Directors

An election of Directors may be by acclamation if the number of candidates for Directors is less than, or equal to, the number of vacant Director positions. Otherwise an election may be held as determined by the Board in accordance with Sections 4.8(b) and 4.9. Notwithstanding the foregoing, if a secret ballot is demanded in accordance with Section 4.8(b), each ballot shall show the names of all candidates for Directors and each member entitled to vote shall may vote for the number of candidates equal to the number of vacant Director positions. Elections shall be decided by the plurality of the votes cast and those with the candidates receiving the highest number of votes shall be elected in descending order. In the event of a tie for the final position, the chair of the meeting, or in their absence the President, shall have the deciding vote.

- (a) All Directors, other than ex officio Directors, will be elected by a majority of votes cast, and for greater certainty, must be held for each office to be filled.

5.5 Term of Office

- (a) An elected Director's term of office will commence immediately after the close of the annual general meeting at which such Director was elected or appointed.
- (b) Each Director, other than an ex officio Director, will be elected for a three-year term, with elections to be held at the Society's annual general meetings; provided, however, that the term of an elected Director may, as part of the election proceeding, be specified by the Board to expire at the next annual general meeting or at the second annual general meeting following such Director's election in order to ensure the terms of office of approximately one-third of the number of elected Directors expire at each annual general meeting or for any other reason.
- (c) An elected Director may serve as a Director for a maximum of three consecutive three-year terms. For greater certainty, a shorter initial term of a newly elected Director as determined by the Board pursuant to Section 5.5(b) or under Section 5.5(d) for the balance of the term served by a Director appointed pursuant to Section 5.6; shall not be considered in determining the maximum number of terms under this Section 5.5(c).
- (d) Notwithstanding the provisions of Section 5.5(c):

- (i) in each year, a maximum of three Directors who will, if re-elected, have served three consecutive three-year terms as Director, may be nominated to stand for re-election for one or more consecutive one-year terms; and
- (ii) the maximum period a Director may serve as Director under Section 5.5(c) shall be increased by the time, if any, that a Director is continuing to serve as a Board officer in accordance with these bylaws.

5.6 Vacancy on Board

- (a) The Board may at any time and from time to time appoint an individual as a Director to fill a vacancy in the Board, other than a vacancy created by an ex officio Director ceasing to hold office, to serve for the balance of the term of the Director originally elected to such position.
- (b) An act or proceeding of the Board is not invalid merely because there are less than the prescribed number of Directors serving.

5.7 Nominating Committee

- (a) A slate of candidates for Directors (other than ex officio Directors) will be nominated by a committee appointed by the Chair. The nominating committee will consist of the President, three Directors whose normal terms of office do not expire on the date of the next general meeting and up to three community representatives who are not members of the Board.
- (b) The nominating committee will nominate candidates to stand for election by the members of the Society at the next general meeting of the Society.
- (c) The nominating committee may nominate incumbent Directors to stand for re-election, subject to the term limits set forth in Section 5.5(c).
- (d) At least 14 days prior to each annual general meeting, the President will cause the names of the persons nominated by the nominating committee to be posted prominently in an area of public access in each Major Facility, the Society's website or in any other manner determined by the President.

5.8 Other Nominations

- (a) Any member may nominate a candidate for Director providing that such nomination is seconded by at least 15 members in good standing and the nomination is consented to in writing by the candidate. Such nominations must be in the hands of the Chair by 11 o'clock a.m. Pacific Time on the 14th day preceding the date of the annual meeting.
- (b) At least 7 days prior to each annual general meeting, the President will cause the names of any persons validly nominated by members in accordance with Section 5.8(a) to be posted prominently in an area of public access in each Major

Facility, the Society's website or in any other manner determined by the President.

5.9 Qualifications for Director

In addition to the qualifications of Directors under section 44 of the *Societies Act*:

- (a) A Director will not be required to be a member of the Society as a qualification for their office, but will become a member automatically upon being elected as a Director.
- (b) All Directors must be at least 19 years of age.
- (c) A Director may not be in the employment of the Society.

5.10 Honourary Director

At each annual general meeting the members may elect Honourary Directors for a three year term. An Honourary Director will not be entitled to vote at or to receive notices of meetings of the Board.

5.11 Removal of Director

The members may by special resolution remove a Director, other than an ex officio Director, before the expiration of the Director's term of office, and may elect a successor to complete the term of office.

5.12 Remuneration of Directors

A Director must not be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

5.13 Transitional – Director Terms upon Amalgamation

Notwithstanding any other provision in these bylaws, the terms of the first directors, as set forth in the Amalgamation Agreement, shall begin on the date of the amalgamation and end (except in the case of the Foundation Chair and Properties Foundation Chair) at the close of the annual general meeting of the Amalgamated Society held in the year in which their term, as set out in the Amalgamation Agreement, ends. The terms of the Foundation Chair and the Properties Foundation Chair shall end in accordance with these bylaws. The other first directors shall hold office until the end of their respective terms or they otherwise cease to hold office as specified in the Act, or in these bylaws.

**PART 6
PROCEEDINGS OF BOARD**

6.1 Calling and Conduct of Board Meetings

- (a) The Board may meet together, in person or by electronic meeting, as it thinks fit to conduct business, and may adjourn and otherwise regulate its meetings and proceedings as it sees fit. Subject to the Board adopting different procedures, not less than 48 hours' notice of a meeting must be given. Notices of meetings may be delivered personally, or given by mail, e-mail, facsimile delivery or similar means of communication; but any meeting of the Board will be validly constituted without notice if each Director in writing waives notice of the meeting.
- (b) The Board may from time to time set the quorum necessary to conduct business, and unless so set the quorum will be a majority of the Board then serving.
- (c) The Chair is the chair of all meetings of the Board, but if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, one of the Vice-Chairs must act as chair; but if none is present the members of the Board present may, by simple majority vote, choose one of their number to be chair at that meeting.
- (d) The Board will hold a regular meeting at least six times each year at such times as may be determined from time to time.
- (e) The Chair may, at any time, convene a meeting of the Directors.
- (f) Four Directors, may at any time, or the Chair, on the request of four Directors, must, convene a meeting of the Board.

6.2 Board Committees

- (a) The Board may establish such committees as it deems appropriate consisting of such Directors and other persons as it thinks fit and may delegate any, but not all, of its powers to such committees. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board and must report on the exercise of those powers to the earliest meeting of the Board held after exercise of those powers.
- (b) The Board will appoint a member of a committee to be the chair of such committee. If no chair is appointed, a committee may elect a chair of its meetings, who must be a Director.
- (c) If at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee must by simple majority vote choose one of their number to be the chair of the meeting, who must be a Director unless no Director is present at the meeting.

- (d) The Board will appoint annually an audit/finance committee. The chair of the audit/finance committee will be a Director and will be appointed by the Board. The audit/finance committee will review the financial statements of the Society prior to approval thereof by the Board and will have such other powers and duties as may from time to time be assigned to it by the Board.
- (e) The members of a committee may meet and adjourn as they think proper, including by electronic meeting.

6.3 Conditions where no Notice is Required

Provided a quorum is present, it is not necessary to give notice to the Directors of the Board meeting immediately following the appointment or election of the Board at an annual or general meeting of members nor to a Director newly appointed to fill a vacancy on the Board for the Board meeting at which their appointment is approved, for a meeting to be constituted.

6.4 Board and Committee Voting

- (a) Questions arising at a meeting of the Board and a committee of the Board must be decided by a majority of votes.
- (b) Each Director present at a meeting of the Board will be entitled to one vote.
- (c) In the case of a tie vote the chair will have a second or casting vote.

6.5 Board and Committee Resolutions

A resolution proposed at a meeting of the Board or a committee of the Board must be seconded and the chair of a meeting may move or propose a resolution.

6.6 Voting by Telecommunications

- (a) A Director or a committee member may participate in and vote at a meeting of the Board or of a committee of the Board, as the case may be:
 - (i) in person, if the meeting is in person; or
 - (ii) by telephone or other communications medium if all Directors and committee members participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.
- (b) A Director or committee member who participates in a meeting in a manner contemplated by Section 6.6(a)(ii) is deemed for all purposes of the *Societies Act* and these bylaws to be present at the meeting.

6.7 Resolution Approval without Meeting

A resolution which is delivered to the registered address of each Director, consented to in writing by three quarters of the Directors and placed with the minutes of the Board, or in the case of a committee of the Board, consented to in writing by all members of the committee and placed with the minutes of the committee, is as valid and effective as if regularly passed at a meeting of the Board or of the committee, as the case may be. Such resolution may be delivered in counterparts which, taken together, will constitute one instrument in writing dated as of the date set out in the resolution. For the purposes of this bylaw, the consent of a Director may be evidenced by that Director's signature or other clearly written approval transmitted by facsimile, email or other electronic delivery.

PART 7 DISCLOSURE OF INTEREST OF DIRECTORS AND SENIOR MANAGERS

7.1 Definitions

For the purposes of this PART 7:

- (a) “**Disclosable Interest**” means a direct or indirect material interest in a Matter; and
- (b) “**Matter**” means:
 - (i) a contract or transaction, or a proposed contract or transaction, of the Society; or
 - (ii) a matter that is or is to be the subject of consideration by the Board, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's or senior manager's duty or interest as a Director or senior manager of the Society;
 - (iii) but does not include a contract or transaction, or proposed contract or transaction, or matter that relates to:
 - (A) a payment to a Director by the Society for or reimbursement of a Director by the Society of the Director's expenses;
 - (B) indemnification of or payment to a Director under these bylaws or the *Societies Act*;
 - (C) the purchase or maintenance of insurance for the benefit of a Director.

7.2 Disclosure of Interest and Conduct by Director

A Director or committee member who has a Disclosable Interest in a Matter, or who has a spouse or child who has a Disclosable Interest in a Matter, that is known to the Director or committee member or reasonably ought to have been known, must:

- (a) disclose fully and promptly to the other Directors or committee members, as the case may be, the nature and extent of the Disclosable Interest;
- (b) abstain from voting on a Board or committee resolution or from consenting to a consent resolution of the Board or committee in respect of the Matter;
- (c) leave the Board or committee meeting, if any, when the Matter is discussed (unless asked by a Director or committee member to be present to provide information), and when the other Directors or committee members vote on the Matter; and
- (d) refrain from any action intended to influence the discussion or vote by the other Directors or committee members.

7.3 Disclosure of Interest and Conduct by Senior Manager

A senior manager who has a Disclosable Interest in a Matter that is known to the senior manager, or reasonably ought to have been known, must:

- (a) disclose fully and promptly to the Board the nature and extent of the Disclosable Interest;
- (b) if the Matter is to be discussed at a Board meeting at which the senior manager is present, leave the Board meeting when the Matter is discussed (unless asked by the Board to be present to provide information) and when the Board votes on the Matter; and
- (c) refrain from any action intended to influence the discussion or vote by the Board.

7.4 Evidence of Disclosure

A disclosure under Sections 7.2 or 7.3 must be evidenced in at least one of the following records:

- (a) the minutes of a Board meeting;
- (b) a consent resolution by the Board; or
- (c) a record addressed to the Board that is delivered to the delivery address or mailed by registered mail to the mailing address, of the registered office of the Society.

7.5 Obligation to Account for Profits

A Director or senior manager who has a Disclosable Interest must pay to the Society an amount equal to any profit made by the Director or senior manager as a consequence of the Society entering into or performing a contract or transaction unless:

- (a) the Director or senior manager discloses the Disclosable Interest in the contract or transaction in accordance with, and otherwise complies with Sections 7.2 or 7.3,

as applicable, and, after the disclosure, the contract or transaction is approved by a resolution of the Board; or

- (b) the contract or transaction is approved by a special resolution after the nature and extent of the Director's or senior manager's interest in the contract or transaction has been fully disclosed to the members.

7.6 Validity of Contracts

Subject to the *Societies Act*, the fact that a Director or senior manager is in any way, directly or indirectly, materially interested in a contract or transaction that the Society has entered into or proposes to enter into does not make the contract or transaction void.

7.7 Policies and Procedures

Subject to the *Societies Act* and these bylaws, the Board may adopt such additional conflict of interest policies and procedures (including the establishment of additional or higher standards for conflicts of interest and the appointment *ad hoc* or standing committees) as the Board considers necessary or appropriate from time to time or at any time.

PART 8 OFFICERS

8.1 Board Officers

- (a) The Board officers of the Society will be as follows:
 - (i) Chair;
 - (ii) up to three Vice-Chairs;
 - (iii) Past-Chair (if available); and
 - (iv) and such other Board officers as may be determined by the Board from time to time.
- (b) After each annual meeting or more often as may be required, the Board will elect or appoint the officers. With the exception of the Past-Chair, such election or appointments will be by a majority of votes cast by the Directors.
- (c) All officers appointed pursuant to Section 8.1 will be Directors and will cease to be Board officers upon ceasing to be Directors.
- (d) The officers of the Society will hold office for such terms as set by the Board, unless removed earlier by the Board or until their successors have been elected or appointed.
- (e) One person may hold two or more offices.

8.2 Chair

- (a) The Chair presides at all meetings of the Society and of the Board.
- (b) The Chair is the senior elected officer of the Society and will manage the operations of the Board and lead the Board in the supervision of the President and the execution of the President's duties.

8.3 Vice-Chair

- (a) The Vice-Chair must carry out the duties of the Chair during the Chair's absence.
- (b) During the Chair's absence:
 - (i) if there is only one Vice-Chair, they will carry out the duties of the Chair; and
 - (ii) if there is more than one Vice-Chair, either the Chair may appoint, or the Vice-Chairs may elect from one of their number, a Vice-Chair to carry out the duties of the Chair.

8.4 Other Officers

- (a) The other officers of the Society, if any, will have such responsibilities and authority as the Board determines from time to time.
- (b) The Board may delegate any, but not all, of its powers to an officer of the Society.
- (c) The Board may revoke, withdraw, alter or vary all and any of the responsibilities, authority and powers of an officer of the Society.

8.5 Honourary Legal Counsel

The Board may from time to time confer the status of "Honourary Legal Counsel" upon such persons as the Board may determine having regard to contributions made or proposed to be made to the Society. Honourary Legal Counsel will not, as such, be entitled to receive any notice of, attend or vote at any meetings of members or of the Board, nor will they be considered to be members or Directors for any other purpose provided herein, with the intent that such position will not confer any official or legal status, but merely be Honourary. The Board will, however, endeavour to keep the Honourary Legal Counsel advised from time to time of the ongoing activities of the Society and, where deemed appropriate by the Board, include the Honourary Legal Counsel in such activities. Honourary Legal Counsel need not be members of the Society.

8.6 Officers are Senior Managers

For the purposes of the *Societies Act* and these bylaws, the Board officers appointed under Section 8.1, the other officers appointed under Section 8.4 and the President appointed under Section 9.1 are senior managers.

PART 9 SENIOR EMPLOYEES

9.1 Appointment of President

The Board will appoint a President and Chief Executive Officer (the “**President**”) who will be the senior employee of the Society.

9.2 Duties of President

The duties of the President will include the following:

- (a) to provide overall management and direction of all Society programs and services;
- (b) to implement instructions from the Board on the conduct of Society affairs;
- (c) to be responsible for the engaging and dismissal of the staff of the Society in compliance with the policy and salary ranges as approved by the Board from time to time;
- (d) to prepare quarterly reports for the Board on the affairs of the Society;
- (e) to prepare a budget for the upcoming fiscal year and to present such budget at the meeting of the Board preceding the end of the Society’s fiscal year for the Board’s approval;
- (f) to prepare an annual report for the members on the affairs of the Society;
- (g) to act as secretary for all meetings of members and the Board and to cause minutes of such meetings to be kept;
- (h) to act as a member of the nominating committee; and
- (i) to, from time to time, subject to the powers of the Board to appoint committees pursuant to Section 6.2(b), constitute and appoint committees as the President deems necessary or appropriate for such purposes and with such powers as the President sees fit, and to designate a member of a committee to be the chair of such committee.

9.3 Power to Delegate

The President may delegate to other employees as the President sees fit, any but not all of the President's duties as set out in these bylaws, provided that the President will supervise such employees in carrying out these duties.

9.4 Power to Waive Fees

The President will have the power to waive the payment of any fees payable by a person to the Society where the President determines it is in the best interests of the Society.

PART 10 NOTICE TO MEMBERS

10.1 Notice to Members

A notice may be given to a member in the manner set out in Section 3.4(c), personally, by mail or by email to the member at their registered address.

10.2 Proof of Notice

A notice sent by mail will be deemed to have been given on the second day following that 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. A notice sent by email will be deemed to be given on the same day on which the notice was sent to the member at their registered address.

PART 11 SEAL

11.1 Seal

- (a) The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- (b) The common seal will be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the Chair or President.

PART 12 BORROWING, DISTRIBUTIONS AND DISPOSAL OF UNDERTAKING

12.1 Borrowing

The Society may, from time to time, if authorized by the Board:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Board may determine;

- (b) issue bonds, debentures, notes or other evidences of debt obligations either outright or as security for any liability or obligation of the Society at any time, to any person and for any consideration that the Board may determine.
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (d) mortgage or charge, whether by way of specific or floating charge, or give other security on the whole or any part of the present and future undertaking of the Society.

12.2 Restrictions on Distributions

The Society must not distribute any of its money or other property other than:

- (a) for full and valuable consideration;
- (b) in furtherance of the purposes of the Society;
- (c) to a qualified recipient; or
- (d) for a distribution required or authorized by the *Societies Act*.

12.3 Disposal of Undertaking

The Society must not sell, lease or otherwise dispose of all or substantially all of its undertaking unless the Society has been authorized to do so by special resolution.

PART 13 AUDITOR

13.1 Auditor

The Society will have an auditor.

13.2 Auditor Vacancies

Subject to the *Societies Act*, the Board must fill all vacancies occurring in the office of auditor.

13.3 Appointment of Auditors

At each annual general meeting, the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

13.4 Removal of Auditor

An auditor may be removed by ordinary resolution in accordance with the requirements of section 115 of the *Societies Act*.

13.5 Notification of Auditor

An auditor will be promptly informed in writing of the auditor's appointment or removal.

13.6 Qualifications, Independence and Ineligibility to be Auditor

A person appointed as auditor of the Society shall be qualified to act as an auditor and be independent of the Society within the meaning of the *Societies Act*. In addition to meeting the qualifications of sections 112 - 114 of the *Societies Act*, an auditor must not be a Director or senior manager of the Society or a member of the immediate family or partner of any such Director or senior manager.

13.7 Auditor at General Meetings

The auditor may attend general meetings.

PART 14 INDEMNITY AND INSURANCE

14.1 Definitions

For the purposes of this PART 14:

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

14.2 Indemnification

Subject to the *Societies Act* and Section 14.3, the Society may, and in the case of Section 14.2(c), shall:

- (a) indemnify an Eligible Party or a Representative against all penalties to which the Eligible Party or the Representative is or may be liable in respect of an Eligible Proceeding;
- (b) pay the expenses actually and reasonably incurred by an Eligible Party or a Representative in respect of an Eligible Proceeding:
 - (i) after the final disposition of such proceeding; or
 - (ii) as they are incurred in advance of the final disposition of an Eligible Proceeding provided the Society has first received from such Eligible Party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited pursuant to the *Societies Act* or Section 14.3, the Eligible Party or the Representative will repay the amounts advanced; and
- (c) pay, after the final disposition of an Eligible Proceeding, the expenses actually and reasonably incurred by an Eligible Party in respect of such proceeding if the Eligible Party has not been otherwise reimbursed for such expenses and such party was not adjudged to have committed any fault or to have omitted to do anything that the Eligible Party ought to have done.

14.3 Indemnification Prohibited

Subject to the *Societies Act*, the Society shall not indemnify or pay the expenses of an Eligible Party or a Representative in respect of an Eligible Proceeding if:

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

14.4 Insurance

The Society may purchase and maintain insurance for the benefit of an Eligible Party or a representative of such Eligible Party against any liability that may be incurred by

reason of the Eligible Party being or having been a Director or senior manager of the Society or holding or having held an equivalent position in a subsidiary of the Society.

PART 15 BYLAWS

15.1 Copy of Constitution

As required by the *Societies Act* and on being admitted to membership, each member is entitled to and the Society will give the member, upon request, without charge, a copy of the constitution and bylaws of the Society.

15.2 Bylaw Amendment

These bylaws must not be altered or added to except by special resolution.

PART 16 RULES AND REGULATIONS

16.1 Power to Make Rules and Regulations

The Board may from time to time make such policies, rules and regulations for the governance of the Board and the Society (including its membership, employees and volunteers) as the Board may deem expedient.

16.2 Power to Amend Rules and Regulations

The Board may amend such rules and regulations at any meeting of the Board by ordinary resolution, provided notice of such proposed amendment is given in writing at the last preceding meeting of the Board.

PART 17 ADMINISTRATIVE MATTERS

17.1 Confidentiality

A member is not entitled to inspect, or receive copies of, the minutes of Board meetings, Board consent resolutions (including in camera meeting minutes) and the accounting records of the Society (other than the financial statements), with the exception of those portions of any of the above records that evidence a disclosure of a Director's or senior manager's interest in the Board minutes or consent resolutions in accordance with Section 7.4 or the *Societies Act*. Subject to the *Societies Act*, a member will not have access to documents of the Society that the Board, acting reasonably, determines to be confidential; nor to documents of the Society that are protected, immune, exempt or otherwise excepted from disclosure under applicable laws, including without limitation confidentiality laws and privacy legislation.

**PART 18
INVESTMENTS**

18.1 Board Authority to Invest

- (a) The Board will have the power to invest, reinvest and vary the investment of the funds of the Society in such securities, properties and investments as the Board considers advisable. Without limiting the generality of the foregoing, the Board may invest in land and retain land indefinitely whether or not there are improvements thereon and whether or not yielding any interest or other income, may buy and sell improved and unimproved lands, stocks, bonds and any other securities whatsoever, may deposit funds in bank accounts, term deposits, investment certificates and other instruments of financial institutions and may enter into arrangements with the Vancouver Foundation or other entities. The foregoing powers and any other powers conferred hereby or by law on the Board will be absolute and uncontrolled powers and no Director will be liable for any loss or damage arising by reason of the Board's exercising or failing to exercise or concurring or failing to concur in any exercise of any such power.
- (b) The Board will not be bound in any case to act personally but be at full liberty to act through managers or to retain any financial adviser, financial institution, lawyer, accountant, broker, professional employee or any other agent to transact all or any business of whatever nature which they are required or permitted to do including the receipt and payment of money and the Board will have the power to delegate the powers hereby or by law vested in the Board to, and to act on the opinion or advice of or information obtained from any of the foregoing persons. The Board will not be responsible for any loss, depreciation or damage occasioned by acting or not acting in accordance with the foregoing powers. The Board will decide the remuneration to be allowed to be paid to any of such persons and may pay the same and all charges and expenses so incurred out of the Society's funds or the income therefrom.

**PART 19
NON-PROFIT PROVISIONS**

19.1 Non-Profit Purpose

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

19.2 Winding-up and Dissolution

Upon winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, shall

be distributed to any one or more of the following organizations as voting members of the Society shall determine by ordinary resolution:

- (a) any organizations that are “qualified donees” as defined in the *Income Tax Act* (Canada) and members of the National Council of Young Men’s Christian Associations of Canada; and
- (b) any foundations or endowment funds that are “qualified donees” as defined in the *Income Tax Act* (Canada) and whose purposes include the support of organizations that are members of the National Council of Young Men’s Christian Associations of Canada.

**SCHEDULE C
AMALGAMATION APPLICATION**

[See attached.]



Telephone: 1 877 526-1526
www.gov.bc.ca/societies

Mailing Address: PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

Courier Address: 200 - 940 Blanshard Street
Victoria BC V8W 3E6

Submitted by:
NAME

COMPANY

MAILING ADDRESS

CITY

PROV/STATE

POSTAL CODE/ZIP CODE

TELEPHONE

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Societies Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Manager of Registries Operations at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3

Filing Fee: \$100.00

Please complete and mail this form to BC Registries and Online Services for filing with payment by cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine deposit Account. Please pay in Canadian dollars or in the equivalent US funds.

INSTRUCTIONS: Please review our webpage www.gov.bc.ca/Societies for information on completing an Amalgamation Application.

Item A Name Reservation The first step in amalgamation is to ensure the name for the society is available (unless the name of one of the amalgamating societies will be adopted). Go to www.bcregistrynames.gov.bc.ca. Once your name has been approved, enter the name reserved for the society and the name reservation number.

Item E & F Constitution and Bylaws Once this form has been mailed, you are required to email copies of the following in an electronic format:

- the society's constitution.
the society's bylaws (If you are adopting the Model Bylaws without amendments then a copy is not required).

Please provide the name reservation number (if applicable), the approved amalgamated society name and the words 'Amalgamation Application' in the subject line of the email. This will help us to match this form with your email. Send the email to BCRegistries@gov.bc.ca.

Definitions:

Extrajurisdictional non-share corporation means a corporation, without share capital, that is incorporated, amalgamated, continued or otherwise formed by or under the laws of a jurisdiction other than British Columbia.

Home jurisdiction, in relation to an extrajurisdictional non-share corporation, means the jurisdiction in which the extrajurisdictional non-share corporation is incorporated, amalgamated, continued or otherwise formed.

Electronic format means Microsoft Word or similar plain text document saved with one of the following file extensions: doc., docx., .wpd., txt., rtf., .pdf.

RESTRICTIONS:

- A pre-transition society must not amalgamate with another corporation.
A society must not amalgamate with another corporation to form a corporation in a jurisdiction other than British Columbia or a corporation that is not a society.

A NAME OF SOCIETY

Choose one of the following:

The name reserved for the amalgamated society is _____
under the name reservation number _____

The amalgamated society is to adopt, as its name, the name of one of the amalgamating societies.
Incorporation Number or Business Number of the amalgamating society: _____

B AMALGAMATING CORPORATIONS

Enter the name of each amalgamating corporation below. For each amalgamating corporation that is a BC society, enter its incorporation number.

For each amalgamating corporation that is an extraprovincial non-share corporation, enter its home jurisdiction and, if the extraprovincial non-share corporation is registered in BC its registration number. Attach an additional sheet if more space is required.

	BC INCORPORATION NUMBER OR EXTRAPROVINCIAL REGISTRATION NUMBER IN BC OR BUSINESS NUMBER (BN9)	HOME JURISDICTION	MEMBER FUNDED BC SOCIETY Y/N
1)			
2)			
3)			
4)			
5)			
6)			

C SPECIAL RESOLUTION

This is to confirm that each amalgamating society has adopted the amalgamation agreement by special resolution required under section 88.

D FORMALITIES TO AMALGAMATION

For each amalgamating corporation that is an extraprovincial non-share corporation, attach an authorization for the amalgamation from the extraprovincial non-share corporation's home jurisdiction to this form (see section 87 of the *Societies Act*).

E CONSTITUTION - PURPOSES OF THE SOCIETY

The constitution must be submitted by email in an electronic format to BCRegistries@gov.bc.ca.

Does your society qualify and want to become a Member-Funded Society? Yes No

If yes, the following provision will be added to the society's constitution:

This society is a member funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

If any of the amalgamating corporations is not a member-funded society, a copy of the entered court order authorizing the amalgamation as a member-funded society must be attached to this form. (See section 194 of the *Societies Act*.)

F BYLAWS

Select one of the following options:

We have created our own bylaws and will submit by email in an electronic format to BCRegistries@gov.bc.ca.

Note: Your bylaws will be uploaded and converted to a PDF file. Retain your original plain text version to refer to when making future alterations.

Adopt the Model Bylaws without change.

G REGISTERED OFFICE ADDRESSES

DELIVERY ADDRESS - (PO Box is not accepted, Postal code required.)	CITY	Prov. POSTAL CODE
		BC
MAILING ADDRESS	CITY	Prov. POSTAL CODE
		BC
PRIMARY EMAIL ADDRESS	ALTERNATE EMAIL ADDRESS	

H DIRECTORS

- A society must have a minimum of three directors (individuals) and at least one must be ordinarily resident in BC.
- Member-funded society must have at least one director who is not required to reside in BC.
- Director addresses must be a physical address. Post office box alone is not accepted.
- Full names of directors are required, initials only are not accepted.
- Attach additional sheet if more space is required.

FIRST NAME	MIDDLE NAME	LAST NAME			
DELIVERY ADDRESS		CITY	PROV/STATE	COUNTRY	POSTAL CODE/ZIP CODE

FIRST NAME	MIDDLE NAME	LAST NAME			
DELIVERY ADDRESS		CITY	PROV/STATE	COUNTRY	POSTAL CODE/ZIP CODE

FIRST NAME	MIDDLE NAME	LAST NAME			
DELIVERY ADDRESS		CITY	PROV/STATE	COUNTRY	POSTAL CODE/ZIP CODE

FIRST NAME	MIDDLE NAME	LAST NAME			
DELIVERY ADDRESS		CITY	PROV/STATE	COUNTRY	POSTAL CODE/ZIP CODE

FIRST NAME	MIDDLE NAME	LAST NAME			
DELIVERY ADDRESS		CITY	PROV/STATE	COUNTRY	POSTAL CODE/ZIP CODE

FIRST NAME	MIDDLE NAME	LAST NAME			
DELIVERY ADDRESS		CITY	PROV/STATE	COUNTRY	POSTAL CODE/ZIP CODE

I CERTIFICATION - I certify that I have relevant knowledge of the society, and that I am authorized to make this filing.

Note: It is an offence to make a false or misleading statement in respect of a material fact in a record submitted to the Corporate Registry for filing. See section 223 of the Societies Act.

NAME	SIGNATURE	DATE SIGNED (YYYY MM DD)
	X	

J DELIVERY METHOD - Choose one delivery method for receipt of the society's certified documents.

Society Email	Other Email Address				
Pickup (Victoria only)	Contact Person	Telephone			
By Mail to Registered Office Mailing Address					
By Mail to another address. Please specify.					
MAILING ADDRESS	CITY	PROV/STATE	COUNTRY	POSTAL CODE/ZIP CODE	

YMCA BC

Form 16, Amalgamation Application

H DIRECTORS

Name of Director	Address
Houtan Rafii	2318 Spruce Street Vancouver, BC V6H 2P4
Jeannette McPhee	845 Cambie Street Vancouver, BC V6B 4Z9
Marsha Walden	12th Floor, 510 Burrard Street Vancouver, BC V6C 3A8
Andre Powell	1952 West 2nd Avenue Vancouver, BC V6J 1J3
Greg D'Avignon	810 - 1050 West Pender Street Vancouver, BC V6E 3S7
David Gaskin	18136 66 Avenue Surrey, BC V3S 9A2
Pat Flack	2809 Calhoun Crescent Prince George, BC V2N 5J8
Catherine Pennington	7160 St Dominic Place Prince George, BC V2N 4Y3
Karl de Bruijn	2797 Capilano Drive Kamloops, BC V2E 2L5
Jeanine Ball	171 Monmouth Drive Kamloops, BC V2E 1L9
Melinda McKie	2800 - 1055 Dunsmuir Street Vancouver, BC V7X 1P4
Gavin Hume	590 Newdale Road West Vancouver, BC V7T 1W6
Mary Ann Davidson	2905 - 1077 West Cordova Street Vancouver, BC V6C 2C6
[External director to be approved by the Governance Transition Committee]	[]

[External director to be approved by the Governance Transition Committee]	[●]
[External director to be approved by the Governance Transition Committee]	[●]
[External director to be approved by the Governance Transition Committee]	[●]