

**Bylaws
of
BRITISH COLUMBIA SCHIZOPHRENIA SOCIETY**

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PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these bylaws:

- (a) “address of the Society” means the address of the Society as filed from time to time with the Registrar;
- (b) “Board” means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) “Board meeting” means a meeting of the directors of the Society;
- (d) “Board resolution” means:
 - (i) a resolution passed at a Board meeting by not less than a simple majority of the votes cast by those directors entitled to vote at such a meeting;
 - (ii) a resolution that has been submitted to all of the directors and consented to in writing by a simple majority of the directors who would have been entitled to vote on it in person at a Board meeting; or
 - (iii) a resolution passed by mail, email, or other means of communication by a simple majority of the votes cast by the directors in accordance with these bylaws and the Societies Act.

- (e) “bylaws” means the bylaws of the Society as filed in the office of the Registrar;
- (f) “chairperson” means the person appointed to preside over a meeting, committee, or the Board in accordance with these bylaws;
- (g) “constitution” means the constitution of the Society as filed in the office of the Registrar;
- (h) “directors” means those persons who have become directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;
- (i) “electronic meeting” means a fully electronic meeting or a partially electronic meeting;
- (j) “Eligible Party” means:
 - (i) a director or officer of the Society, as determined in accordance with these bylaws; or
 - (ii) such other Person described in the Societies Act that is appointed or elected by the directors to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society; or
 - (iii) a Person who holds or held a position equivalent to what is described in either subparagraph (i) or (ii) above in a subsidiary of the Society, if any;
- (k) “Executive Committee” means the executive committee as described in section 10.4;
- (l) “fully electronic meeting” means a meeting in which persons are entitled to participate solely by telephone or other communications medium, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone or other communications medium;
- (m) “general meeting” means a meeting of the members of the Society;
- (n) “Income Tax Act” means the *Income Tax Act* of Canada, as amended from time to time;
- (o) “members” means each Person who is an “Ordinary Member” as defined in the previous version of the Society’s bylaws filed with the Registrar on September 24, 2018 and those persons who have become members in accordance with these bylaws and have not ceased to be members, and a “member” means any one of them;
- (p) “Nomination Committee” means the nomination committee as described in section 10.3;
- (q) “ordinary resolution” means:
 - (i) a resolution passed at a general meeting by a simple majority of the votes cast by those members entitled to vote at such meeting;
 - (ii) a resolution that has been submitted to all of the members and consented to in writing by not less than two-thirds (2/3) of the members who would have been entitled to vote on it in person at a general meeting; or
 - (iii) a resolution passed by mail, email, or other means of communication by a simple majority of the votes cast by the members in accordance with these bylaws and the Societies Act;
- (r) “partially electronic meeting” means a meeting in which persons are entitled to participate in person or by telephone or other communications medium, as set out in the notice for the

meeting, if all persons attending the meeting are able to participate in it, whether by telephone, by other communications medium or in person;

- (s) "Person" means a natural person;
- (t) "President" means a Person elected to the office of President in accordance with these bylaws;
- (u) "registered address" of a member or director means the address of that person as recorded in the register of members or the register of directors;
- (v) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- (w) "Regulations" means the regulations under the Societies Act;
- (x) "Secretary" means a Person elected to the office of Secretary in accordance with these bylaws;
- (y) "Societies Act" means the *Societies Act* of British Columbia as amended from time to time;
- (z) "Society" means the British Columbia society known as **BRITISH COLUMBIA SCHIZOPHRENIA SOCIETY**;
- (aa) "special resolution" means:
 - (i) a resolution passed at a general meeting by a majority of not less than two-thirds (2/3) of the votes cast by those members entitled to vote at such a meeting;
 - (ii) a resolution that has been submitted to all members and consented to in writing by every member who would have been entitled to vote in person at a general meeting; or
 - (iii) a resolution passed by email, or other means of communication by a majority of not less than two-thirds (2/3) of the votes cast by the members in accordance with these bylaws and the Societies Act;
- (bb) "Treasurer" means a Person elected to the office of Treasurer in accordance with these bylaws;
- (cc) "Vice-President" means a Person elected to the office of Vice-President in accordance with these bylaws; and

Definitions in Act apply

1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in the Societies Act on the date these bylaws become effective apply to these bylaws and the constitution.

Plural and gender-specific words

1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

Conflict with Act or regulations

1.4 If there is a conflict between these bylaws and the Societies Act or the Regulations, the Societies Act or the Regulations, as the case may be, prevail.

Headings

1.5 Headings used in these bylaws are for convenience of reference only and shall not affect the construction or interpretation thereof.

PART 2 – MEMBERSHIP

Membership at adoption of bylaws

2.1 Membership in the Society will be composed of:

- (a) on the date these bylaws come into force, each Person who is an “Ordinary Member” as defined in the previous version of the Society’s bylaws filed with the Registrar on September 24, 2018 (the “**Old Bylaws**”); and
- (b) those Persons who are subsequently admitted as members in accordance with section 2.3.

For greater certainty any individual who was an “Honorary Life Member” or any corporation that was an “Ordinary Member” under the Old Bylaws shall be deemed to have resigned from membership effective the date these bylaws come into force.

Application for Membership

2.2 Each applicant seeking to become a member of the Society shall:

- (a) provide such written applications or complete such other application procedures as may be prescribed by the Society;
- (b) provide confirmation of the applicant’s agreement with and endorsement of the basis and purposes of the Society set out in the constitution and agreement to abide by the bylaws;
- (c) pay any initiation fee as determined by the Board; and
- (d) satisfy such other requirements as determined by the directors from time to time.

2.3 The Board shall possess the sole power to admit members to the Society. An applicant may only be admitted as a member in the Society by Board resolution.

Rights and Conditions of Members

2.4 Subject to section 2.15, a member shall be entitled to receive notice of, attend and vote at all general meetings and each such member shall be entitled to one vote at such general meetings. A member shall also be entitled to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

2.5 Membership shall not be available to those individuals who are a paid staff member or contractor of the Society.

Term of Membership

2.6 Once accepted as a member, a Person continues as a member for a term of one (1) year, which term will expire at the conclusion of the calendar year within which the member was accepted, unless sooner ceasing. For example, if a Person is accepted as a member on June 1 of any given calendar year, such member’s term will expire on December 31 of that same calendar year.

Renewal or Re-application of Membership

2.7 A member who continues to be eligible may renew his or her membership prior to its expiry in such manner as may be determined by the Board from time to time. Upon renewal, a member’s renewal term will be one (1) year beginning on January 1 and ceasing on December 31, unless sooner ceasing.

A Person whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may re-apply for membership after its expiry in accordance with section 2.2.

A Person who was expelled from membership may, unless prohibited by the terms of the expulsion, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution provided no restrictions related to reapplication, the Person may reapply for membership after one (1) year from the date of expulsion.

All reapplications for membership are subject to acceptance by the Board, in their sole discretion.

Age of members

2.8 An individual under the age of 19 years may not be admitted as a member of the Society.

Duties of members

2.9 Every member must comply with these bylaws and must uphold the constitution of the Society.

Membership dues and fees

2.10 The amount of the membership dues for each fiscal year or part thereof or other fees payable by the members shall be determined by the directors from time to time.

Termination of membership

2.11 A Person shall cease to be a member of the Society:

- (a) on the date which is the later of the date of delivering his, her or its resignation in writing to the Secretary or to the address of the Society and the effective date of the resignation stated therein;
- (b) on his or her death or incapacity;
- (c) upon expiry of his, her or its term, unless renewed pursuant to section 2.7;
- (d) on being expelled pursuant to section 2.12; or
- (e) on having been a member not in good standing for 6 consecutive months.

Discipline of members

2.12 The Board may, by 2/3 majority vote, expel, suspend or otherwise discipline a member for non-payment of dues or other fees payable pursuant to section 2.10 or for conduct, which in the discretion of the Board, is improper or unbecoming for a member of the Society, or is likely to endanger the interests, purposes or reputation of the Society or is in violation of the basis and principles set out in the constitution of the Society or is in breach of these bylaws.

Notice of discipline

2.13 A member may not be expelled, suspended or otherwise disciplined until the Society has given the member reasonable written notice of the proposed expulsion, suspension or other disciplinary measures which shall set out the reasons for the proposed action and until the member has been given an opportunity to be heard (either in person or in writing) by the Board before the proposed expulsion, suspension or other disciplinary measures are put to a vote.

Member not in good standing

2.14 All members are in good standing except a member who:

- (a) has failed to pay current annual membership fees or any other fee or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid; or
- (b) is under suspension or discipline pursuant to section 2.12.

Member not in good standing may not vote

2.15 A member who is not in good standing

- (a) may not vote at a general meeting; and
- (b) is deemed not to be a member for the purpose of consenting to a resolution of the members.

Rights on termination of membership

2.16 Any member who ceases to be a member of the Society forfeits all rights, claims, privileges and interests arising from membership in the Society.

Membership not transferable

2.17 The membership of a person in the Society is not transferable.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 General meetings, including annual general meetings, shall be held at such time and place, in accordance with the Societies Act, as the Board shall decide.

Requisition of general meeting

3.2 The Board shall convene a general meeting if so requested by 10% of the members of the Society.

Requirements of the requisition

3.3 A requisition for a general meeting by the members must state the purpose of the general meeting, be signed by the requisitionists, and be delivered or sent by registered mail to the Society.

Annual general meeting

3.4 An annual general meeting shall be held at least once in every calendar year.

Robert's Rules of Order

3.5 The Society may apply those rules contained in the most current edition of *Robert's Rules of Order Newly Revised*, or may apply an alternate system of meeting procedures, to those circumstances to which they are applicable and in which they are not inconsistent with these bylaws and the Societies Act.

Chairperson of general meeting

3.6 The President, the Vice-President or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.

Alternate chairperson of general meeting

3.7 If at a general meeting:

(a) there is no President, Vice-President or other director present within 15 minutes after the time appointed for holding the meeting; or

(b) the President and all other directors present are unwilling to act as chairperson,
the members present shall choose one of their number to be chairperson.

Electronic meetings allowed

3.8 A general meeting may be held as a partially electronic meeting or a fully electronic meeting. Any member may participate in a general meeting that is a partially electronic meeting or fully electronic meeting by conference call or similar communication equipment or device so long as all the persons participating in the meeting can hear and respond to one another. All such persons so participating shall be deemed to be present in person at the stated location of such meeting (if any) and, notwithstanding anything to the contrary in these bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

Quorum required

3.9 No business, other than the election of a person as chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

Quorum for general meetings

3.10 The quorum for the transaction of business at a general meeting is three (3) members or 10% of the members, whichever is greater.

Quorum with absentee ballots

3.11 For the purposes of determining quorum at a general meeting, a member in good standing who has voted by mail or electronic ballot is deemed to be a member in good standing present at the meeting.

Lack of quorum at commencement of meeting

3.12 If, within 30 minutes from the time scheduled for holding a general meeting, a quorum of members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated;
and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members in good standing who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.13 If at any time during a general meeting there ceases to be a quorum of members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chairperson

3.14 The chairperson of a general meeting may, or, if so directed by the members at the meeting, shall, adjourn the meeting from time to time and from place to place, but no business may be transacted

at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Business conducted at an AGM

3.15 The business to be conducted at every annual general meeting, in addition to any other business that may be transacted, will include:

- (a) A report of the Board;
- (b) Presentation of the financial statements; and
- (c) Election of directors to any vacancies on the Board.

PART 4 – NOTICE OF GENERAL MEETINGS

Entitlement to notice

4.1 Notice of a general meeting shall be given only to:

- (a) Every member shown on the register of members on the day notice is given; and
- (b) the auditor, if an auditor is appointed under these bylaws.

Length of notice

4.2 The Society shall give not less than 14 days' written notice of a general meeting to its members entitled to receive notice.

When notice not required

4.3 A member may, in any manner, waive that member's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of a member at a general meeting is a waiver of that member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Content of notice

4.4 Notice of a general meeting shall specify the place (if any), the day and the hour of the meeting and must include the text of any special resolution to be submitted to the meeting. If a general meeting is an electronic meeting, the notice under this section must also contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.

Method of notice

4.5 A notice may be given to a member either personally or by mail or by email to the member at the member's registered address or the member's email address, as recorded in the Society's records.

Time notice deemed given

4.6 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either email shall be deemed to have been given on the date of transmission.

Published notice deemed given

- 4.7** If the Society has more than the number prescribed in section 77(2) of the Societies Act, notice is deemed to have been given if a notice is sent by email to all members who have provided an email address and also:
- (a) published at least once in each of the three weeks immediately before the meeting in The Province newspaper; or
 - (b) posted, 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 of the Society.

Accidental omission of notice

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

Notice of continuation of adjourned general meeting

- 4.9** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for more than 14 days, notice of the continuation of the adjourned meeting shall be given.

PART 5 – VOTING PROCEDURES AT GENERAL MEETINGS

One vote per member

- 5.1** A member in good standing present at a general meeting is entitled to one vote.

Chairperson's participation may vote

- 5.2** The chairperson of a general meeting may vote but, if he or she does so and the result is a tie, the chairperson shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed. The chairperson of a meeting may move or propose a resolution.

Resolutions must be seconded

- 5.3** All resolutions proposed at a general meeting must be seconded.

Ordinary resolutions unless specified

- 5.4** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or these bylaws to be decided by special resolution.

Announcement of result

- 5.5** The chairperson of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Permitted methods of voting

- 5.6** At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the members, except that if, before or after such a vote, two (2) or more members request a confidential ballot or a confidential ballot is directed by the chairperson of the meeting, voting must be by ballot.

Proxy voting not permitted

5.7 Voting by proxy is not permitted.

Voting method determined by Board

5.8 The Board may determine that an issue to be decided by the members shall be decided by confidential ballot by mail, email, hand delivery or other means of communication, provided that the Society has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted.

Method of voting by ballots

5.9 If the Board determines that an issue shall be decided by confidential ballot or if these bylaws require voting by ballot, the Board may determine the rules respecting how that voting is to occur, which should include notice of the resolution to be voted on, the open and closing dates for casting a vote and the instructions on how a member may cast a vote. In the absence of such determination, the process described in sections 5.10 and 5.12 will apply.

Contents of distributed ballot package

5.10 The Board shall send by mail, email, or other method to every member shown on the register of members on the day the ballots are issued:

- (a) a fillable ballot together with full instructions for completing and returning the ballot by the required date; and
- (b) if the ballot is returnable by mail,
 - a. an inner return envelope with a space for the member's signature placed on its face; and
 - b. a recognizable, self-addressed return envelope with the name and address of the Secretary of the Society or other person designated by the Board to receive the marked ballots.

Resolution by mail

5.11 Where a resolution is to be determined by mail, the Secretary must mail a ballot package to all members in good standing at least 14 days prior to the date that the ballots are due. The ballot package must contain:

- (a) a ballot that clearly states the matter or matters to be voted on;
- (b) an envelope to be used to submit the ballot with a space for the member's signature placed on its face;
- (c) instructions for completing the ballot that include the date and time at which the ballot must be received to be counted; and
- (d) a recognizable, self-addressed return envelope with the address to which the completed ballots must be mailed or delivered.

Teller responsibilities

5.12 If a resolution is to be determined by ballot, the Board shall designate a teller or tellers who shall:

- (a) ensure the authenticity and confidentiality of each ballot;
- (b) indicate on a list of members which members have voted; and

- (c) count only those votes that are received by the specified due date and time from members in good standing that comply with all stated voting instructions.

Alternate voting methods

- 5.13** Votes decided by other means of communication shall be tailored to comply with the above requirements.

Written ordinary resolutions

- 5.14** A resolution in writing which is identified as an ordinary resolution and that has been submitted to all members and signed by a minimum of two-thirds (2/3) of the members who would have been entitled to vote on it in person at a general meeting is as valid and effectual as an ordinary resolution passed at a general meeting duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Written special resolution

- 5.15** A resolution in writing which is identified as a special resolution and that has been signed by all members who would have been entitled to vote on it in person at a general meeting is as valid and effectual as a special resolution passed at a general meeting duly called and constituted and shall be deemed to be a special resolution in writing. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Resolution by electronic communications

- 5.16** Where a resolution is to be determined by electronic communication, the Secretary must inform all members in good standing at least 14 days prior to the date that all ballots are due of the process for electronic voting and the time period during which voting may take place. The matter or matters to be voted on must be clearly articulated within the voting process. Only those votes made in compliance with the stated process and received by the designated time will be counted.

PART 6 – THE BOARD

Purpose of Board

- 6.1** The property and affairs of the Society shall be managed by the Board.

Authority of Board

- 6.2** The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, and subject to the provisions of:
 - (a) all laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meetings.

Single Director may not act

6.3 One director does not have the authority to make decisions or act on behalf of the Society unless that authority has been given to that director by the whole Board by way of a Board resolution.

Right to membership and association

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

Affirmation of Board's prior acts

6.5 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.

PART 7 – DIRECTORS

Number of directors on Board

7.1 The Society must have no fewer than three (3) and no more than fifteen (15) directors.

Proceedings valid when inadequate directors

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

Director qualifications

7.3 A Person may be nominated, elected or appointed to serve (or continue to serve) as a director only if he or she:

- (a) is a member in good standing;
- (b) is not a current employee of the Society and if the Person was a former employee of the Society such employment was not within twelve months from the day of the prospective appointment or election;
- (c) meets the qualifications of a director set out in the *Societies Act* and the *Income Tax Act*; and
- (d) has been nominated in accordance with the procedures set out in these bylaws or established by the Board.

Residency and arm's length requirement

7.4 A majority of the directors must reside in Canada and be at arm's length from one another.

Duties of Directors

7.5 Every Director will:

- (a) further and not hinder the purposes, aims and objects of the Society;
- (b) act honestly and in good faith with a view to the best interests of the Society;
- (c) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (d) act in accordance with the Societies Act;

- (e) uphold the constitution and comply with these bylaws, the Regulations and the policies of the Society in effect from time to time; and
- (f) abide by such codes of conduct and ethics adopted by the Society.

Election or appointment of directors

7.6 Directors shall normally be elected at a general meeting by an ordinary resolution of the eligible members entitled to vote at such meeting.

Voting procedure

7.7 In elections where there are more candidates than vacant positions for directors, the candidates that receive the most votes shall be deemed to be elected.

Cannot vote for more directors than positions

7.8 No member shall vote for more directors than the number of vacant positions for directors. If any member votes for more names than there are vacant positions all such member's votes shall be deemed to be void.

Term of office

7.9 Directors are normally elected for two-year terms. Directors normally take office commencing at the close of the meeting at which they were elected, designated, or appointed and their term of office expires at the close of the annual general meeting held during the last year of their term.

If no or too few directors

7.10 If no successor directors are elected or the number of directors of the Society would fall below three (3), the persons previously elected as directors shall continue to hold office until such time as successor directors are elected. In this circumstance, the existing directors may elect the number of successor directors required so that the number of directors of the Society is three (3).

Consecutive terms

7.11 Directors may be elected for consecutive terms.

Who may stand for election

7.12 Only those persons nominated by the Nomination Committee may stand for election; nominations from the floor shall not be permitted for the office of director.

Termination of office

7.13 A person shall cease to be a director of the Society:

- (a) on expiry of their term of office;
- (b) on the date which is the later of delivery of written resignation to the Secretary or the address of the Society and the effective date of resignation stated in the resignation;
- (c) on his or her death or incapacity;
- (d) on ceasing to be a member of the Society; or
- (e) on being removed or suspended per section 7.14 or 7.15.

Directors' removal or suspension of director

7.14 A director may be removed or suspended before the expiration of his or her term of office by a resolution passed by two-thirds (2/3) of the remaining directors where the remaining directors reasonably believe the director has committed a criminal, civil, or regulatory offense, has breached his or her fiduciary duty to the Society, or has otherwise acted inappropriately, but no director shall be removed or suspended until he or she has been given notice of the proposed action and has had an opportunity to be heard at the meeting or submit a written response to the Board.

Members' removal or suspension of director

7.15 The members may resolve by at least two-thirds (2/3) of the votes cast at a general meeting to remove or suspend a director before the expiration of his or her term of office upon the recommendation of a majority of directors, but no director shall be removed or suspended until he or she has been given notice of the proposed action and an opportunity to be heard by the members at the general meeting.

Directors may fill casual vacancy

7.16 If a director ceases to hold office during his or her term for any reason other than removal per section 7.15, the remaining directors may, at any time, appoint a person as a director to fill the vacancy that arises on the Board as a result.

Term of appointment of director filling casual vacancy

7.17 A director appointed by the Board to fill a vacancy per section 7.16 ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Director compensation

7.18 No director shall directly or indirectly receive any compensation or profit from his or her position as a director or from any business or affairs with the Society, provided that a director may be paid reasonable expenses incurred in the performance of his or her duties.

Director may not be employed

7.19 A director may not be engaged by the Society as an employee or contractor.

PART 8 – OFFICERS

Election of officers

8.1 The Board shall elect from among the directors an individual in the following officer positions at the first Board meeting held after an annual general meeting:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer.

Joint Offices

8.2 A director, other than the President, may hold more than one position, and more than one person may hold the same position.

Term of office

8.3 Once elected, officers shall hold their positions as officers of the Board of the Society until the close of the first Board meeting held after the next following annual general meeting.

Termination of officer

8.4 A person shall cease to be an officer of the Society:

- (a) on expiry of their term of office;
- (b) on the date which is the later of delivery of written resignation to the Secretary or the address of the Society and the effective date of resignation stated in the resignation;
- (c) on his or her death or incapacity;
- (d) on ceasing to be a director of the Society; or
- (e) on being removed by a resolution passed at a duly constituted Board meeting by a two-thirds (2/3) majority vote.

Removed officer remains a director

8.5 An officer removed from office pursuant to section 8.4 (a), (b) or (e) remains a director of the Society.

Filling a vacancy in office

8.6 The Board shall fill any vacancy occurring in the office of an officer for the unexpired term.

Role of President

8.7 The President is chairperson of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of Vice-President

8.8 The Vice-President is the Vice-Chair of the Board and, in the absence of the President, is responsible for carrying out all duties of the President and shall have such other duties and powers as the Board may specify.

Role of Secretary

8.9 The Secretary is responsible for doing, or making the necessary arrangements for (for example, by delegating such duties to another board member or an employee of the Society), the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Societies Act;
- (d) conducting the correspondence of the Board; and
- (e) custody of the common seal of the Society, if any.

Absence of Secretary from meeting

8.10 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of Treasurer

- 8.11** The Treasurer is responsible for doing, or making the necessary arrangements for (for example, by delegating such duties to another board member or an employee of the Society), the following:
- (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements together with the Society's finance team; and
 - (d) making the Society's filings as necessary to comply with the Societies Act and the Income Tax Act.

PART 9 – BOARD MEETINGS

Calling of Board meetings

- 9.1** A Board meeting may be called by the President or by any two (2) other directors.

Notice of Board meetings

- 9.2** A Board meeting may be held at any time and place (if any) determined by the Board, provided that two (2) days' written notice of such meeting shall be given to each director. However, no formal notice shall be necessary if all directors were present at a preceding meeting when the time and place of the meeting was determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society. No notice of a Board meeting shall be required when the meeting is regularly scheduled. If a Board meeting is an electronic meeting, the notice under this section must also contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.

Time notice deemed given

- 9.3** A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either email or facsimile shall be deemed to have been given on the date of transmission.

Proceedings valid despite omission to give notice

- 9.4** The accidental omission to give notice of a Board meeting to a director, or the nonreceipt of a notice by a director, does not invalidate proceedings at the meeting.

Board meeting after director appointment

- 9.5** For the purposes of the first Board meeting held immediately following the election of a director or directors at a general meeting, or for a Board meeting at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.

Conduct of directors' meetings

- 9.6** The directors may regulate their meetings and proceedings as they think fit.

Electronic meetings allowed

- 9.7** A Board meeting may be held as a partially electronic meeting or a fully electronic meeting as determined by the directors. Any director may participate in a Board meeting that is partially

electronic meeting or a fully electronic meeting by conference call or similar communication equipment or device so long as all the persons participating in the meeting can hear and respond to one another. All such persons so participating shall be deemed to be present in person at the stated location of such meeting (if any) and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

Quorum of directors

9.8 The quorum for the transaction of business at a Board meeting is a majority of the directors in office at the time when the meeting convenes.

Chairperson

9.9 The President shall be chairperson at all Board meetings, but if at any Board meeting the President is not present within 15 minutes after the time appointed for the meeting, the Vice-President shall act as chairperson; but if neither is present the directors present may choose one of their number as chairperson of that meeting.

Alternate chairperson

9.10 If the person presiding as chairperson of a Board meeting wants to step down as chairperson for all or part of that meeting, he or she may designate an alternate chairperson of such meeting or portion thereof, and upon such designated alternative receiving the consent of a majority of the directors present at such meeting, he or she may preside as chairperson.

Resolutions moved and seconded

9.11 Resolutions proposed at a Board meeting must be seconded and the chairperson of the meeting may move or propose a resolution.

Chairperson may vote

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

Method of voting

9.13 Voting may be by any method determined by the Board from time to time, so long as the method adequately discloses the intention of the directors.

Written resolution

9.14 A Board resolution in writing is as valid and effectual as if it had been passed at a Board meeting duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 10 – COMMITTEES

Delegation

10.1 The Board may, at its discretion, delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors.

Standing and special committees

10.2 The Board may create such standing and special committees, ad hoc committees or task forces as may from time to time be required.

Nomination Committee

10.3 A Nomination Committee shall be formed as a standing committee to provide the members with a list of qualified candidates for election as directors. The Nomination Committee shall nominate at least as many candidates as there are vacancies on the Board and shall use best efforts to ensure that at least 75% of candidates nominated in any given year have or have had a relative with schizophrenia. If there are insufficient candidates to meet the desired composition of candidates above in any given year, as determined by the Nomination Committee in its sole discretion, any other candidates may be presented by the Nomination Committee for election as directors.

Executive Committee

10.4 An Executive Committee shall be formed as a standing committee consisting of the officers of the Society and any member of the Executive Committee shall cease to be a member of the Executive Committee upon ceasing to be an officer of the Society in accordance with section 8.4. Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Society in the interim between meetings of the Board. The Executive Committee shall meet at the call of the chair of the Executive Committee.

Proceedings of committees

10.5 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with any necessary changes, by the rules set out in these bylaws governing proceedings of the Board and by any rules that may from time to time be imposed on it by the Board.

Committee reports

10.6 A committee shall report every act or thing done in exercise of its powers at the next Board meeting held after the action or thing has been done, or at such other time or times as the Board may decide.

Limited power of committees

10.7 A committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution.

Term of special committees

10.8 Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only and upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

PART 11 – ACCESS TO RECORDS

What is a record

11.1 The records of the Society will include:

- (a) certificate of incorporation, certified copies of the constitution, bylaws, statement of directors and their addresses;
- (b) all other documents provided by the Registrar;

- (c) orders regarding the Society (court, tribunal or regulatory);
- (d) Register of Directors with contact information;
- (e) any written consents to act as directors of the Society;
- (f) each written resignation of a director received;
- (g) disclosure of interests of directors;
- (h) Register of members, organized by membership class, with contact information;
- (i) minutes of general meetings, including the text of any resolutions presented;
- (j) written copies of ordinary and special resolutions that are not included in the minutes of general meetings;
- (k) minutes of Board meetings, including the text of any resolutions presented;
- (l) written copies of Board resolutions that are not included in the minutes of the Board meetings; and
- (m) financial statements including adequate accounting records, including records of each transaction materially affecting the financial position of the Society, and any auditor's reports on those financial statements.

Director access to records

11.2 A director may, without charge, inspect any record required by the Societies Act to be kept by the Society, or receive a copy of a record the director is entitled to inspect.

Member copies of constitution and bylaws

11.3 On being admitted to membership, each member is entitled to, and upon request the Society shall provide, a copy of the constitution and bylaws of the Society. At any other time, a member may, without charge, receive a copy of the Society's current constitution and bylaws upon request.

Member access to Financial Statements

11.4 A member may, without charge, inspect and receive a copy of the Society's most recent financial statements.

Member access to records

11.5 A member who is not a director may, without charge, inspect any record required by the Societies Act to be kept by the Society, except for the minutes of meetings of the Board, copies of consent resolutions of directors and the individual consents to those resolutions, and the Society's accounting records. The Board may impose a reasonable period of notice before which, and reasonable restrictions on the time during which, the member may inspect the record. Upon payment of the relevant fee, a member may request and receive a copy of any other record the member is entitled to inspect.

Restricted inspection of records by members

11.6 Subject to the Societies Act, the directors may from time to time in their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents excluded from members' inspection under section 11.5 shall be open to the inspection of a member who is not a director.

Public access to records

11.7 A person, other than a member or director of the Society, may not inspect or receive a copy of a record of the Society, except that if a person requests a copy and pays the fee, if any, determined by the Society and in compliance with the Regulations, a person who is not a member or Director of the Society shall be provided with a copy of the financial statements and auditor's report of the Society within 14 days of receipt of the request and payment.

PART 12 – FINANCIAL

Fiscal Year

12.1 The fiscal year of the Society shall begin on the 1st day of April, and shall end on the 31st day of March.

Borrowing and raising capital

12.2 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, borrow, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees. Notwithstanding the foregoing, no debenture shall be issued except by resolution approved by the Board sanctioned by a resolution passed at a general meeting by special resolution.

Disposition of real property

12.3 Prior to any disposition by the Society of any real property owned by the Society, the members must first approve such disposition by special resolution.

Disposition of all property

12.4 Prior to the disposition by the Society of all or substantially all of the property owned by the Society, including book debts, rights, powers, franchise and undertakings, the members must first approve such disposition by special resolution.

PART 13 – EXECUTION OF INSTRUMENTS

Signing authority

13.1 Contracts not under seal and in the ordinary course of the Society's operations may be entered into on behalf of the Society by the Board or by any person authorized by the Board. The Board may at any time direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Society may or shall be executed. In the absence of express authorization by the Board, an instrument, contract or obligation may be signed by:

- (a) the President and one other director;
- (b) in the absence of the President, the Vice-President and one other director;
- (c) in the absence of the President and Vice-President, any two directors; or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Cheques

13.2 The Board may, from time to time by Board resolution, appoint signing officers who shall have the authority to sign cheques and all banking documents on behalf of the Society.

Dual signatures required

13.3 All cheques of the Society shall require two signatures.

PART 14 – AUDITOR

Auditor is optional

14.1 This Part applies only where the Society is required or has resolved to have an auditor.

Member appointment

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

Board appointment

14.3 The Board may appoint the first auditor if the Society does not appoint one at an annual general meeting, and the Board may appoint an auditor to fill any vacancy occurring in the office of auditor.

Removal

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

Notice of Appointment

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

Prohibition

14.6 No director, member or employee of the Society shall be auditor.

Meetings

14.7 The auditor, if any, may attend general meetings.

PART 15 – HIRING OF EMPLOYEES

Chief Executive Officer

15.1 The Board shall select and appoint an Chief Executive Officer of the Society for a fixed or indefinite term, and set the terms of his or her duties, responsibilities and employment.

Hiring employees

15.2 The Board may, at its discretion, select and employ employees for a fixed or indefinite term, and set the terms of the employee's duties, responsibilities and employment.

PART 16 – INDEMNITIES

General indemnity

16.1 Subject to the provisions of the Societies Act, every Eligible Party who has properly undertaken or is about to undertake any liability on behalf of the Society or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- (a) all costs, charges and expenses whatsoever which such Eligible Party actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default, provided that:
 - i. the Eligible Party has not already been reimbursed for such expenses;
 - ii. the Eligible Party was not judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that the Eligible Party ought to have done;
 - iii. in relation to the subject matter of the legal proceeding or investigative action, the Eligible Party acted honestly and in good faith with a view to the best interests of the Society; and
 - iv. in the case of criminal or administrative proceedings, the Eligible Party had reasonable grounds for believing that their conduct, in relation to the subject matter of the legal proceeding or investigative action, was lawful.

Directors' and officers' insurance

16.2 The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

PART 17 – DISPUTE RESOLUTION

Dispute resolution

17.1 All disputes arising in the Society, including but not limited to all disputes arising out of these Bylaws or in respect of any legal relationship associated with it or from it, shall be resolved in the following manner:

- (a) the parties to the dispute shall meet within fourteen (14) days of the dispute arising and attempt to resolve it in a spirit of mutual respect and cooperation; and
- (b) if the dispute is not satisfactorily resolved under section 17.1(a) above, the parties, within thirty (30) days of completion of that step, shall submit the dispute to mediation and/or arbitration in accordance with the rules and procedures of the British Columbia International Commercial Arbitration Centre.

Decision final and binding

17.2 The outcome of any mediation or arbitration held in accordance with section 17.1 shall be final and binding on all parties.

Location

17.3 The place of mediation and arbitration shall be mutually agreed by the Society and the parties to the dispute. In the absence of agreement regarding the place of mediation and arbitration, the place of mediation and arbitration shall be Vancouver, British Columbia.

Cost

17.4 All parties to the dispute shall share the fee of any mediator and arbitrator equally.

Option for injunction

17.5 The Society and the parties to a dispute shall use their best efforts to conduct any dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, any party may obtain a temporary injunction to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through arbitration.

PART 18 – MISCELLANEOUS**Alteration of bylaws**

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

Non-profit purposes

18.2 The Society is constituted exclusively for non-profit purposes and must not distribute any gain, profit or dividend or otherwise dispose of its assets to a member of the Society without receiving full and valuable consideration, and any profits or other accretions to the Society shall be used in promoting the purposes of the Society.

Dissolution

18.3 In the event of dissolution or winding up of the Society, all its remaining assets, after payment of liabilities, shall be distributed to such charities, registered under the provisions of the *Income Tax Act*, or such qualified donees allowed under the *Income Tax Act*, having purposes similar to the Society, as shall be designated by the members at a general meeting by two-thirds or a greater number of the members of the Society who are not subject to discipline or suspension under the Bylaws and are present at the meeting.

Dated effective the 15th day of October, 2022.