



# **LYNN VALLEY COMMUNITY ASSOCIATION BYLAWS**

**AMENDED VERSION 5.0**

**Presented at AGM: July 4 2019**



# **Lynn Valley Community Association Constitution BC Societies Registration S-0020124**

The purpose of the Society is to improve the quality of life in the Lynn Valley by:

- a) Fostering community spirit and well-being;
- b) Supporting responsible community planning and renewal;
- c) Supporting the acquisition and maintenance of community assets; and
- d) Helping to resolve community concerns with the Council and staff of the District of North Vancouver



As certified with Societies Act and filed with the Registrar of Companies:

**LYNN VALLEY COMMUNITY ASSOCIATION**

Certificate of Incorporation                      S0020124  
 Business Number                                      80020 7318 BC001

<b>Version Number</b>	<b>Purpose/Change</b>	<b>Applicant(s)/ Accord</b>	<b>Filed and Registered Date</b>
<b>Original</b>	<b>Incorporate a Society Society Act Constitution</b>		<b>1985-04-15</b>
<b>Amended Version 1.0</b>	<b>Special Resolution Change of Bylaws</b>  Section 39(5): Be allowed to give notice of meetings to its Members by advertisement in the newspaper in accordance		<b>1989-02-23</b>
<b>Amended Version 2.0</b>	<b>Special Resolution Change of Bylaws</b>		<b>2000-11-29</b>
<b>Amended Version 3.0</b>	<b>Special Resolution Change of Bylaws - Amend</b>  Date of Resolution: 2013-09-02 Change in Purposes - Existing purposes rescinded and new purposes adopted		<b>2014-03-12</b>
<b>Amended Version 4.0</b>	<b>Special Resolution Change of Bylaws - Amend</b>  Date of Resolution: 2018-05-08 Changes include: Code of Conduct and Conflict of Interest agreements, quorum, organizational procedures and document formatting as per BC's New <i>Societies Act</i> (effective 2016-11-28)	Margaret Fraser Gillian Konst Suzanne Mazoret Shannon Epp Heather Walker Lyle Craver Stefanie Donohoe John Harvey Cathy Kuzel	<b>2018-07-27</b>
<b>Amended version 5.0</b>	<b>Special Resolution Change of Bylaws</b> -2019-07-04 Amend Changes include area definitions for membership eligibility, membership termination, dates of AGM, quorum, Code of Conduct amendments, Director re-election and Director appointment.	Cathy Kuzel Stefanie Donohoe Lyle Craver Shannon Epp Suzanne Mazoret Gillian Konst	<b>2021-01 28</b>



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Lynn Valley Community Association  
BC Societies Registration number: S-0020124

**Schedule B SOCIETIES ACT**  
**Bylaws of Lynn Valley Community Association (LVCA)**

**Part 1 — Definitions and Interpretation**

- 1.1. In these Bylaws, unless the context otherwise requires:
- 1.2. **“Act”** means the Society Act of British Columbia from time to time in force and all amendments to it;
- 1.3. **“Society”** refers to Lynn Valley Community Association
- 1.4. **“Lynn Valley Community Association”** from time to time will be called LVCA;
- 1.5. **“Member in good standing”** means a person/business who/that has a paid up-to-date membership;
- 1.6. **“Board”** means the Directors of the Society;
- 1.7. **“Bylaws”** means these Bylaws as altered from time to time;
- 1.8. **“Directors”** means the Directors of the Society for the time being;
- 1.9. **“AGM”** refers to the Annual General Meeting;
- 1.10. **“SGM”** refers to the Special General Meeting;
- 1.11. **“Registered address”** of a member means the member's address as recorded in the register of members.
- 1.12. Words imparting the singular include the plural and Vice versa, and words imparting a male person include a female person and a corporation.
- 1.13. The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.
- 1.14. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

**Part 2 — Membership**

- 2.1. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
- 2.2. A person may apply to the Directors for membership in the Society and on acceptance by the Directors is a member. A necessary prerequisite for membership shall be residency within an area with a Postal Codes beginning with either “V7J” or “V7K”, that is also north of Highway #1, and west of Lynn Creek.



- 2.3 On being admitted to membership, each member is entitled to view a copy of the Constitution and Bylaws of the Society. The Bylaws of the Society shall be available on the website of the Society. Members can obtain a copy of the LVCA Constitution and Bylaws of the Society from the website and if unable to do so, a printed copy shall be made available to the member at no charge.
- 2.4 The amount of the membership dues must be determined by the Directors, and be presented and ratified at the Annual General Meeting of the Society.
- 2.5 A person ceases to be a member of the Society:
  - a. By delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society,
  - b. On his or her death or, in the case of a corporation, on dissolution,
  - c. On being expelled,
  - d. On having been a member not in good standing for 6 consecutive months, or under the Conflict of Interest or Code of Conduct policies,
  - e. Upon moving out of the area of residency described in Article 2.2 above a member ceases to be a voting member but may remain a member of the Lynn Valley Community Association.
- 2.6 A member may be expelled by a Special Resolution of the members passed at a general meeting.
- 2.7 The notice of Special Resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- 2.8 The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.
- 2.9 Every member must uphold the Constitution of the Society and must comply with these Bylaws.

### **Part 3 — Meetings of Members**

- 3.1. General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the Directors decide
- 3.2. Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
- 3.3. The Annual General Meeting must be held at least once in every calendar year and not more than fifteen (15) months after the preceding Annual General Meeting.
- 3.4. The Directors may, when they think fit, convene an Extraordinary General Meeting.
- 3.5. Ten (10) days' notice will be given of a general meeting and must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.



- 3.6. 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.

#### **Ordinary Business at a General Meeting**

- 3.7. A general meeting must be held at the time and place the Board determines and includes:
  - a. The adoption of rules of order;
  - b. Consideration of the financial statements of the Society presented to the meeting;
  - c. Consideration of the reports, if any of the Directors and/or Auditor;
  - d. The election or appointment of Directors;
  - e. The appointment of the Auditor, if required
  - f. Business arising out of a report of the Directors not requiring the passing of a Special Resolution.
  - g. The other business that, under these Bylaws, ought to be conducted at an Annual General Meeting or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

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

- 4.1. 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.
- 4.2. A quorum at a general meeting is ten (10) of the voting members present.
- 4.3. If at a general meeting, there is no President, Vice President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or the President and all the other Directors present are unwilling to act as the Chair, the voting members present must choose one of their numbers to be the Chair, quorum is required.
- 4.4. 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.
- 4.5. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 4.6. 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. A resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.
- 4.8. In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.



- 4.9. A member in good standing present at a meeting of members is entitled to one vote provided that at the time of the meeting the member is residing within the residency area defined in Article 2.2 above.
- 4.10. Voting is by show of hands.
- 4.11. Voting by proxy is not permitted.
- 4.12. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.

#### **Special Business**

- 4.13. 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 the following:
- 4.14. Business, other than the election of a Chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- 4.15. A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

#### **Chair of General Meeting**

- 4.16. If the Board has not appointed an individual to preside as the Chair or the individual appointed by the Board is unable to preside as the Chair, the following individual is entitled to preside as the Chair of a general meeting:
  - a. President
  - b. Vice President, if the President is unable to preside as the Chair or:
  - c. One of the other Directors present at the meeting, if both the President and Vice President are unable to preside as the Chair.
- 4.17. Or, if at a general meeting:
  - a. There is no President, Vice President or other Director present within fifteen (15 minutes) after the time appointed for holding the meeting, or Vice President, if the President is unable to preside as the Chair or:
  - b. The President and all the other Directors present are unwilling to act as the Chair.

#### **Alternate Chair at a General Meeting**

- 4.18. If there is no individual entitled under these Bylaws who is able to preside as the Chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the Chair.



- 4.19. Business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

#### **Quorum**

- 4.20. The quorum for the transaction of business at a general meeting is as defined in Article 4.2 above.
- 4.21. If, within fifteen (15) minutes from the time set for holding a general meeting, a quorum of voting members is not present:
- a. In the case of a meeting convened at the request 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 fifteen (15) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 4.22. If, at any time during a general meeting, there ceases to be a quorum of voting 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 Chair**

- 4.23. The Chair of a general meeting may, or, if so directed by the voting members at the meeting, must, 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.
- 4.24. 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 thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

#### **Order of Business – General Meetings**

- 4.25. The order of business at a general meeting is as follows:
- a. Elect an individual to Chair the meeting, if necessary;
  - b. Determine that there is a quorum;
  - c. Approve the agenda;
  - d. Approve the minutes from the last general meeting;
  - e. Deal with unfinished business from the last general meeting.





## **Order of Business – Annual General Meetings**

- 4.26. When the meeting is an Annual General Meeting:
  - a. Receive the Directors' report on the financial statements of the Society for the previous financial year, and the Auditor's report, if any, on those statements,
  - b. Receive any other reports of Directors' activities and decisions since the previous Annual General Meeting,
  - c. Appoint an Auditor or financial reviewer, if any;
  - d. Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
  - e. Elect or appoint Directors
  - f. Terminate the meeting.

## **Voting**

- 4.27. 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 voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the Chair of the meeting, voting must be by a secret ballot.
- 4.28. The Chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 4.29. Voting by proxy is not permitted.
- 4.30. A matter to be decided at a general meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an Ordinary Resolution.

## **Part 5 – Directors and Officers**

- 5.1. The Society must have no fewer than five (5) and no more than eleven (11) Directors.
- 5.2. To be eligible for election, a member must be in good standing, have been a member of the Society for at least one (1) year, and must reside in the area described in Article 2.2 above.
- 5.3. Directors will adhere to the Board Member Code of Conduct and Conflict of Interest Policies, which all directors shall sign on being elected.
- 5.4. Should a Director be removed under the Code of Conduct or Conflict of Interest policies, they will not be eligible to stand for election to the Board of directors for five (5) years following their termination as a Director.
- 5.5. At each Annual General Meeting, the voting members entitled to vote for the election or appointment of Directors must elect or appoint the Board.



- 5.6. The Board may, at its discretion, appoint a qualified member as a Director to fill a need or vacancy on the board for the unexpired portion of the term of office.
- 5.7. An act or proceeding of the Directors is not invalid merely because there are less than the prescribed numbers of Directors in office.
- 5.8. The members may, by Special Resolution, remove a Director, before the expiration of his or her term of office, and may elect a qualified successor to complete the term of office.
- 5.9. The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:
  - a. All laws affecting the Society,
  - b. These Bylaws, and
  - c. Rules, not being inconsistent with these Bylaws that are made from time to time by the Society in a general meeting.
- 5.10. A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 5.11. The Directors must retire from office at each Annual General Meeting when their terms are ended and successors are elected. A Director may stand for re-election or re-appointment, unless subject to Article 5.4.
- 5.12. An election may be by acclamation: otherwise it must be by secret ballot.
- 5.13. A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society. All expenses must be pre-approved by the Board.

## **Part 6 — Proceedings of Directors Meetings**

- 6.1. The Directors or Committee of the Directors may meet together at such times and places as they think fit for the dispatch of business, provided that such regulations are not inconsistent with the Constitution of the Society and these By-Laws. The meetings may be held in whole or in part, by telephone or other communications medium if all participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other.
- 6.2. The Directors may from time to time set the quorum necessary to conduct business and unless so set the quorum is a majority of the Directors then in office.
- 6.3. Voting on any matter by E-mail or other electronic method must be ratified and recorded as such in the meeting minutes at the next regular meeting of Directors.
- 6.4. Voting on financial items shall only be made with quorum present.
- 6.5. The President is the Chair of all meetings of the Directors, but if at a meeting the President is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice



President must act as Chair, but if neither is present the Directors present may choose one of their numbers to be the Chair at that meeting.

- 6.6. A Director may at any time, and the Secretary, on the request of a Director, must, convene a meeting of the Directors.
- 6.7. The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- 6.8. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 6.9. A committee must elect a Chair of its meetings, but if no Chair is elected, or if at a meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one (1) of their number to be the Chair of the meeting.
- 6.10. The members of a committee may meet and adjourn as they think proper.
- 6.11. A Director who may be absent temporarily from British Columbia may attend a meeting electronically:
  - a. A notice of meeting of Directors is not required to be sent to that Director, and,
  - b. Any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
- 6.12. Questions arising at a meeting of the Directors and committee of Directors must be decided by two thirds (2/3) vote.
- 6.13. In the case of a tie vote, the Chair does not have a second or casting vote – the motion is defeated.
- 6.14. A resolution proposed and passed at a meeting of Directors or a committee of Directors must be complied with by all Directors. A motion must be moved and seconded.
- 6.15. After a regular meeting of the Board of Directors, a resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

#### **In Camera Meetings**

- 6.16. The Directors and its Committees may hold meetings in camera. Every Director shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.

#### **Directors Meetings**

A Directors meeting may be called by the President or by any two (2) other Directors.

- 6.17. At least two (2) days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.



- 6.18. The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.
- 6.19. The Directors may regulate their meetings and proceedings as they think fit.
- 6.20. The quorum for the transaction of business at a Directors' meeting is a two thirds (2/3) majority of the Directors.

## **Part 7 — Duties of Officers**

- 7.1. The President is the Chair of the Board and is responsible for supervising the other Directors in the execution of their duties. The President presides at meetings of the Society and of the Directors.
- 7.2. The Vice President must carry out the duties of the President during the President's absence.
- 7.3. The Secretary must do the following:
  - a. Conduct the correspondence of the Society;
  - b. Issue notices of meetings of the Society and Directors;
  - c. Keep minutes of all meetings of the Society and Directors;
  - d. Have custody of all records and documents of the Society except those required to be kept by the Treasurer;
  - e. File the Annual Report of the Society and making any other filings with the registrar under the Act.
- 7.4. The Treasurer must do the following:
  - a. Keep the financial records, including books of account, necessary to comply with the Society Act;
  - b. Render financial statements to the Directors, members and others when required.
- 7.5. The offices of Secretary and Treasurer may be held by one (1) person who is to be known as the Secretary Treasurer.
- 7.6. If a Secretary Treasurer holds office, the total number of Directors must not be less than five (5) or greater than eleven (11).
- 7.7. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.



## **Part 8 — Remuneration of Directors and Signing Authority**

- 8.1. These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.
- 8.2. A contract or other record to be signed by the Society must be signed on behalf of the Society:
  - a. By the President, together with one (1) other Director,
  - b. If the President is unable to provide a signature, by the Vice-President together with one other Director,
  - c. If the President and Vice-President are both unable to provide signatures, by any two (2) other Directors, or
  - d. In any case, by one (1) or more individuals authorized by the Board to sign the record on *behalf of the Society*.

## **Part 9 — Seal**

- 9.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 9.2 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary Treasurer.

## **Part 10 — Borrowing**

- 10.1. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 10.2. A debenture must not be issued without the authorization of a Special Resolution.
- 10.3. The members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

## **Part 11 — Auditor**

- 11.1 This Part applies only if the Society is required or has resolved to have an Auditor.
- 11.2. The first Auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of Auditor.
- 11.3. 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.
- 11.4. An Auditor may be removed by ordinary resolution.
- 11.5. An Auditor must be promptly informed in writing of the Auditor's appointment or removal.
- 11.6. A Director or employee of the Society must not be its Auditor.
- 11.7. The Auditor may attend general meetings.



## **Part 12 — Notices to Members**

- 12.1. A notice may be given to a member, either personally or by mail to the member at the member's registered address. A notice may also be given to a member by facsimile, E-mail, or other electronic means.
- 12.2. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice transmitted by either facsimile, email or other electronic means is deemed to have been given on the day the notice is transmitted. In proving that notice has been given, it is sufficient to prove the notice was properly transmitted to the facsimile number or email address provided by the member.
- 12.3. Notice of a general meeting must be given to
  - a. Every member shown on the register of members on the day notice is given and
  - b. The Auditor, if Part 11 applies.
- 12.4. No other person is entitled to receive a notice of a general meeting.

## **Part 13 — Bylaws**

- 13.1. On being admitted to membership, each member is entitled to view a copy of the Constitution and Bylaws of the Society. The Bylaws of the Society shall be available on the website of the Society. Members can obtain a copy of the LVCA Constitution and Bylaws of the Society from the website and if unable to do so, a printed copy shall be made available to the member at no charge.
- 13.2. These Bylaws must not be altered or added to except by Special Resolution.



## Lynn Valley Community Association

### Board Policy

### Board Member's Code of Conduct Policy

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The Board is committed to effective decision-making in pursuit of the purposes of our constitution. Towards this end Board Members will, on all association matters, strive for the highest ethical standards:

Be honest, courteous, respectful and collaborative.

Refrain from demeaning, discriminatory or harassing speech and/or behaviour.

Reflect their understanding of member and community interests at Board Meetings.

Refrain from speaking publicly for the LVCA unless authorized to do so by the Board. If you do speak publicly on matters before the Board, do not mention the LVCA and make it extremely clear that you are expressing your personal views only.

Demonstrate an understanding of other viewpoints.

Support and defend Board decisions once made, even if your own view is a minority one.

Respect the confidentiality of Board discussion. Do not disclose board discussion or differences of opinion on the Board outside of Board Meetings. (For this reason information on who votes for and against any particular motion will not be recorded in meeting minutes unless a director requests it.

Refrain from using the LVCA's member database for anything other than LVCA sanctioned purposes.

Disclose any potential Conflict of Interest, according to Board Member's Conflict of Interest Policy.

### Procedure for Handling Board Member Misconduct

1. Where a Board Member is considered by one or more other Board Members to be in breach of the Code of Conduct, they shall bring the issue to a meeting of the board with notification to the member in question at the next Board Meeting. The Misconduct shall be discussed in the presence of the Board Member in question who will have the opportunity to explain their view of the situation as



well. Upon all parties expressing themselves, the Board will review the matter and decide on the future of the Board Member who may be censured by the Board, asked to resign their position from the board or terminated by the Board. A decision to terminate will be taken by secret ballot.

2. All matters related to this process will be dealt with in a confidential manner and not disclosed by any member outside of the Board.

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Date	Name	Signature
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By signing this document, I acknowledge that I have read and understood the terms of the Code of Conduct and that it applies to all Board Members.





## Lynn Valley Community Association

### Board Policy

#### Board Member's Conflict of Interest Policy

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All Board Members are expected to reveal any personal, employment, business, family, community or political interests that they have, that could influence their judgment and affect the outcome of Board decisions.

A Conflict of Interest exists wherever an individual or organization or business could benefit, directly or indirectly, from a decision over which they might have influence, or, where someone might reasonably perceive there to be such a benefit and influence.

Conflicts of interest (real and perceived) are unavoidable and should not prevent an individual from serving, as a Board Member unless the extent of the interest is so significant that the potential for divided loyalty is present in a large number of situations.

Board Members have a duty to exempt themselves from participating in any discussion and voting on matters where they have, or may be perceived as having, a conflict of interest. Such exemptions should be recorded in minutes of meetings.

#### Procedure for Handling Board Member Conflict of Interest

1. Where a Board Member is considered by one or more other Board Members to be in a Conflict of Interest, they shall bring the issue to a meeting of the board, with notification to the member in question. The issue shall be discussed in the presence of the Board Member in question who will have the opportunity to explain their view of the situation as well. Upon all parties expressing themselves, the Board will review the matter and decide on a course of action.
2. All matters related to this process will be dealt with in a confidential manner and not disclosed by any member outside of the Board.

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Date

Name

Signature

By signing this document, I acknowledge that I have read and understood the terms of the Code of Conduct and that it applies to all Board Members.