

  
CAROL PREST

## PART 1 - Interpretation

- 1.1 In these bylaws, unless the context otherwise requires:
- (a) **"Directors"** means the directors of the Society for the time being;
  - (b) **"members"** means the member of the Society, for the time being;
  - (c) **"registered address"** of a member means his address as recorded in the register of members;
  - (d) **"Society"** means Aboriginal Housing Management Association;
  - (e) **"Societies Act"** means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments and successor legislation thereto; and
  - (f) **"Aboriginally Controlled"** means any non-profit society where at least 2/3 of the members and at least 2/3 of the directors of the society are Aboriginal.
- 1.2 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
- 1.3 Unless otherwise defined herein or the context otherwise requires, the definitions in the *Societies Act* apply to these bylaws.

## PART 2 - Membership

- 2.1 The members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become members, in accordance with these bylaws, and in either case, have not ceased to be members.
- 2.2
- (1) An Aboriginally Controlled society receiving ongoing funding or loans from or through the Society, or is obligated to require the Society's involvement or approval in respect of the management or administration of a program or housing, is automatically a Corporate member of the Society (subject to the provisions of these bylaws) until such time as all aspects of the funding or loan comes to an end or the loans have been repaid and the Society no longer has authority to approve or make decisions on behalf of the Corporate member. This provision does not prevent the Corporate member from becoming a member in another class of membership as allowed by the Society once the funding or loans comes to an end.
  - (2) No incorporated organization which has substantially the same Board of Directors as that of an existing Corporate Member of the Society shall be eligible for membership in the Society.
  - (3) Subject to section 2.7, British Columbia Housing and Management Corporation (**"BCHMC"**) is an ex officio Partner member of the Society.
- 2.3 Every member will comply with these bylaws.
- 2.4
- (1) There are four classes of membership -- Corporate, Associate, Partner and Honourary, of which, subject to the rights of BCHMC, as a Partner member, to appoint a Director as set out below, only Corporate members shall be voting members.

- (2) Corporate members must be Aboriginally Controlled societies that;
  - (a) are in good standing with the Registrar of Companies,
  - (b) manage off-reserve Aboriginal housing, or provide Aboriginal housing related services,
  - (c) receive ongoing funding or loans from or through the Society, or are, under their constitution or by-laws or by contractual agreement with the Society, obligated to require the Society's involvement or approval in respect of management and administration of Aboriginal housing, programs, and Aboriginal housing related services that they manage or provide, and
  - (d) have a purpose mission and mandate which is in alignment with the mission and mandate of the Society.
- (3) Associate members must be Aboriginally Controlled societies that;
  - (a) are in good standing with the Registrar of Companies,
  - (b) manage off-reserve Aboriginal housing, programs, and Aboriginal housing related services without funding or loans from the Society or obligations to require the Society's involvement or approval as contemplated in section 2.4(2)(c), and
  - (c) have a purpose, mission and mandate which is in alignment with the mission and mandate of the Society.
- (4) Partner members may be incorporated organizations or natural persons who are actively involved with the provision of off-reserve Aboriginal housing and ancillary programs and services and who are committed to the purpose, mission and mandate of the Society.
- (5) Honourary members shall be such persons (which may be incorporated organizations or natural persons) as the Directors may from time to time determine are deserving and entitled to become an Honourary member.
- (6) The following rights and obligations apply to the membership classes:
  - (a) All members must comply with these bylaws.
  - (b) Corporate members shall be voting members entitled to attend and vote at meetings of the members of the Society.
  - (c) Associate members, Partner members and Honourary members are entitled to attend meetings of the Society, but not entitled to vote (subject to the right of BCHMC, while a member, to appoint a Director as set out below).
  - (d) All members of any class must pay such Membership Dues of which, subject to the right of Corporate members as contemplated in section 2.5, (as defined below) as may be determined or approved to such class as set out below.
  - (e) Corporate, Associate or Honourary members may be expelled by a special resolution of the members as set out below. Partner members may not be expelled by a special resolution.

- (7) Subject to these bylaws, a person may apply to the Directors for membership in the Society by completing such application form as may be approved by the Directors from time to time, and submitting such application, together with, if applicable, any membership fee that the Directors may have, at such time, determined to be the fee required to be paid for admission as a member. Upon acceptance by the directors in their discretion of any application, the applicant will become a member.
- 2.5 (1) The members have, subject to sections 2.5(2) and (3), from time to time, by ordinary resolution, the right to determine the annual membership dues, fees, assessments or levies ("**Membership Dues**"), if any, to be paid by members.
- (2) The members may establish different annual Membership Dues for each class of members.
- (3) There will be no Membership Dues for Honourary members.
- 2.6 (1) A Corporate, Associate or Honourary member may be expelled by a special resolution of the members passed at a general meeting of the members.
- (2) The notice of a general meeting at which a special resolution for expulsion is proposed to be passed shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.7 (1) A person or organization shall cease to be a member of the Society:
- (a) by delivering the member's resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society as filed under the *Societies Act*;
- (b) on the member's death or in the case of a member that is a corporation on dissolution of such members;
- (c) on being expelled in accordance with section 2.6;
- (d) if the members have approved any Membership Dues payable by members as contemplated in section 2.5, and the member fails to pay any Membership Dues due and owing by the member within 90 days of such Membership Dues being due; or
- (e) if the member ceases to be eligible based on criteria for the class of membership applicable to the member.
- (For greater certainty, a Corporate member that ceases to satisfy the requirements in section 2.4(2) shall cease to be a member, and if such person may wish to become an Associate member it must apply to become an Associate member).
- (2) Any member who ceases to be a member forfeits all rights, privileges or interests arising from membership in the Society unless and until, if applicable, such person thereafter again becomes a member.

### **PART 3 - Meetings of Members**

- 3.1 General meetings of the Society shall be held at such time and location, in accordance with the Societies Act, as the Directors determine.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Directors may, whenever they think fit, or, as required by section 5.2(12), convene an extraordinary general meeting.
- 3.4
  - (1) Notice of a general meeting must specify the date, time, and location of the meeting and, in case of any business, other than ordinary business, proposed to be transacted at the meeting, the general nature of that business.
  - (2) The accidental omission to send notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate any proceedings at the meeting.
- 3.5 If required by the *Societies Act*, notice of a general meeting must include the text of any special resolution to be submitted to the meeting. Subject to applicable law, notwithstanding that the text of any special resolution proposed to be submitted to a meeting may be included in or with a notice of a general meeting, the members may pass a special resolution with such change to the text of such resolution as may be approved by the members.
- 3.6 An annual general meeting shall be held at least once in every calendar year and not more than 6 months after the Society's fiscal year end.

### **PART 4 - Proceedings at General Meetings**

- 4.1 At a general meeting, the following business is ordinary business:
  - (a) the adoption of rules of order;
  - (b) the consideration of the report of the Directors on the financial statements of the Society, and any other report of the Directors to the members;
  - (c) business arising out of a record of the Directors not requiring the passing of a special resolution;
  - (d) the consideration of the financial statements of the Society;
  - (e) the consideration of the report of the auditor, if any, on the financial statements of the Society presented to or placed before the meeting, if applicable, reading of the auditor's report and inquiries directed to the auditor concerning such report and the auditor's answers to such inquiries;
  - (f) the appointment of the auditor, if the Society is required to have, or decides to have, an auditor;
  - (g) if an auditor is appointed, setting the remuneration of the auditor or approving such remuneration being set by the directors;
  - (h) the election of the Governance Committee;

- (i) the election or appointment of the Independent Directors, with the exception of the Director which BCHMC is entitled to appoint pursuant to section 5.3(2); and
  - (j) such other business that, under these by-laws, may be transacted at a general meeting, without prior notice of the business being given to the members or which does not, under the *Societies Act* or these bylaws require the passing of a special resolution.
- 4.2 (1) No business other than the election of co-chairs and the adjournment or termination of the meeting may be conducted at a general meeting at a time when a quorum of voting members is not present.
- (2) 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 and a quorum of voting members is present at the adjourned meeting.
- (3) The quorum necessary for the transaction of business at a general meeting shall be a majority of the voting members present in person or by proxy.
- 4.3 If within 30 minutes from the time set for the holding of a general meeting, a quorum of voting members is not present, the meeting, if convened on the requisition of members, shall be terminated, but in any other case the meeting will be adjourned to the same day in the next week, at the same time and place. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for the adjourned meeting, the voting members present will constitute a quorum.
- 4.4 Subject to section 4.5, the President of the Society, if any, or, if the Society does not have a President, or if the President, is absent or unwilling to act as co-chair, the Vice-President of the Society, if any, or, if the President, if any, or Vice-President, if any, are both absent or unwilling to act as co-chair of the meeting, the Directors present, if any, may choose one of their number who, in each case, as applicable, will be entitled to act as co-chair of each general meeting. The chair of the Governance Committee, or if the chair of the Governance Committee is absent or unwilling to act as co-chair of the meeting, another member of the Governance Committee to whom the co-chair of that committee delegates the responsibility of acting as co-chair at a general meeting will be entitled to act as co-chair of the meeting.
- 4.5 If, within 15 minutes after the time set for holding any general meeting:
- (a) one of the persons entitled to act as co-chair of the meeting pursuant to section 4.4 is absent or unwilling to act as co-chair of the meeting, but the other such person so entitled is present and willing to act, such person alone will preside as chair of the meeting; or
  - (b) both of the persons entitled to act as a co-chair of the meeting pursuant to section 4.4 are absent or unwilling to act as co-chair or chair of the meeting, the voting members present may choose two of their members to preside as co-chairs of the meeting.
- 4.6 (1) A general meeting other than a meeting called upon requisition of members may be cancelled by the Society at any time prior to the holding of the meeting on such notice or communication to members, if any, as the directors may determine.
- (2) Subject to section 4.6 (3), a general meeting may be postponed by the Society at any time prior to the holding of the meeting upon such notice or communication to members, if any, as the Directors may determine, and the postponed meeting may

be held at such date and time and, subject to the *Societies Act*, at such location, as the Directors determine.

- (3) Subject to section 4.3, a general meeting may be adjourned from time to time and from place to place but no business may be transacted at the continuation of an adjourned meeting other than the business left unfinished at the adjourned meeting.
  - (4) Where a meeting is postponed or adjourned for 30 days or more, notice of the postponed meeting or continuation of the adjourned meeting must be given.
  - (5) Except as provided in this section, it is not necessary to give notice of an adjournment or continuation of an adjourned meeting or of the business to be transacted at a continuation of an adjourned general meeting.
- 4.7
- (1) A resolution proposed at a general meeting does not need be seconded and either the co-chairs of a meeting may move or propose a resolution.
  - (2) In case of an equality of votes, the co-chairs shall not have a casting or second vote in addition to the vote to which he may be entitled as a voting member and the proposed motion or resolution shall not pass.
  - (3) Except for the appointment or removal of Directors or the Governance Committee members, all motions or resolutions proposed to be passed at a general meeting must be passed by consensus by voting members present in accordance with the Society's consensus protocol set out in Appendix - B to these bylaws (the "**Protocol**"). As contemplated in the Protocol the text of special resolutions submitted to any meeting of the members may be modified or amended as approved at the meeting, provided that the notice of the meeting conveys to the members sufficient information as to what is proposed to enable the recipients to decide whether they should attend and vote at the meeting and understand the nature and foreseeable consequences of the proposed resolution, and no modified or amended resolution should be considered invalid on the basis that the text of such special resolution may be modified or amended from the text of a resolution included in the notice of meeting and no notice of meeting should be considered defective on the basis such resolution is amended in accordance with the Protocol.
- 4.8
- (1) A Corporate member that is in good standing, present at a general meeting, is entitled to one vote in respect of any matter voted on.
  - (2) Subject to the provisions of the *Societies Act*, voting at a general meeting may be by show of hands, or by ballot, as determined by the Directors or by the co-chairs of the meeting, or, in the case of any voting member who, entitled to do so, are participating in, and voting at, a meeting by telephone or other communication medium, be conducted in such manner as may be determined by the Directors or by the co-chairs of the meeting, provided that (i) voting on any ordinary resolution or special resolution proposed to be passed at a meeting must be by ballot; and (ii) before or after any vote by show of hands, two or more voting members may request a vote by ballot on any other matter, in which case, voting must be by ballot.
  - (3) Subject to the express provisions of these bylaws, the Directors may determine the procedures to be followed at any general meeting, including, without limitation, the rules of order. Subject to the foregoing, and to the express provisions of these bylaws, the co-chairs (or, if applicable, chair) of a general meeting may determine the procedure to be followed and any meeting in all respects.

- (4) A Corporate member entitled to vote at a general meeting may by instrument in writing (a "proxy"), appoint any individual as such member's proxyholder to attend, act, and vote for and on behalf of the members at a meeting of the members in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy.
  - (5) An individual may not be appointed as proxyholder pursuant to section 4.8(4) unless the proxyholder is (a) an officer or director or other duly authorized representative of the member appointing the proxyholder, or (b) an officer or director or other duly authorized representative of another member entitled to vote at the meeting.
  - (6) A Corporate member who is absent but who has given a proxy to a proxyholder who is present shall be counted in the quorum for the meeting.
  - (7) A duly appointed proxyholder is entitled to cast one vote in respect of each member that has given such proxyholder a proxy.
  - (8) A member may not by proxy appoint more than one proxyholder in respect of any general meeting.
  - (9) A proxy is valid only at the meeting for which the appointment is given or at any adjournment of that meeting. A proxy may be revoked at any time.
- 4.9
- (1) A Corporate member entitled to vote at a general meeting may appoint any authorized representative of such member to attend, act and vote as its representative at any general meeting and otherwise in all other respects exercise the rights of such member in such manner as the Directors or the co-chair of any meeting may determine.
  - (2) A Corporate member shall provide the Society with written notice of its authorized representative and any alternate authorized representative(s).
- 4.10
- (1) A member who is entitled to participate in a general meeting, or vote at a general meeting, may participate or vote, as the case may be;
    - (a) in person;
    - (b) by proxy in accordance with section 4.8; or
    - (c) unless the Directors may determine otherwise in respect of any general meeting, by telephone or other communications medium if all members participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.
  - (2) A member who participates in a meeting in a manner contemplated by section 4.10 (1) (c) is deemed for all purposes of these bylaws to be present at the meeting.
- 4.11
- (1) Without limiting the generality of section 4.8 (3), the Directors or the chair of a general meeting, pursuant to section 4.8 (3), may determine the procedures to be followed at any general meeting in respect of the following:
    - (a) determination of which members participating in a meeting in the manner contemplated by section 4.10 (1) are present, or remain present throughout or during the meeting; and
    - (b) the manner in which, in respect of any voting members participating in such manner communicate or confirm their vote on any matter at the meeting, and verification of

the identity of any member so voting and confirming how such members are casting their votes and voting by any voting members must be made in accordance with such determinations which will be deemed to be the rules respecting how such voting is to occur.

#### **PART 5 - Directors, Officers, and Governance Committee**

- 5.1 (1) The Directors may exercise all such powers of the Society 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 Society in general meetings, but subject nevertheless to the provisions of:
- (a) all the laws affecting the Society;
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with the bylaws, which are made from time to time by members of the Society in general meetings.
- 5.2 (1) The Society shall have a standing committee to be known as the "Governance Committee" responsible for assisting the Board and members in:
- (a) defining the Society's official position regarding its priorities;
  - (b) through a process of consultation with the Directors and members, appointing a spokesperson or advocate, or both, for the Society;
  - (c) developing and overseeing the implementation of policies or procedures regarding:
    - (i) size of the Board of Directors of the Society, and leadership and composition of the Board of Directors;
    - (ii) to the extent applicable, determining whether to recommend to members amendment or alteration of these bylaws to change the number of Directors, or composition of the Board of Directors;
    - (iii) recommendations of candidates for nomination for election as Directors; and
    - (iv) Board guidelines such as conflict of interest or code of ethics.
  - (d) determining director qualifications and characteristics needed to support the Society's Board of Directors and enable the Directors to function effectively and efficiently;
  - (e) identifying and reporting to the members on individuals qualified and willing to serve as potential candidates to become Directors;
  - (f) recommending candidates for nomination and appointment to the Society's Board of Directors and, if applicable, its committees;
  - (g) recruiting individuals to potentially serve as Directors, and enhancing effectiveness of the Directors through orientation and training;
  - (h) assisting in orientation programs for newly appointed or elected Directors;



- (i) evaluating the effectiveness of the Directors;
  - (j) regularly reviewing the Society's overall governance, and recommending improvements to the structure and governance or electoral processes of the Board of Directors when necessary;
  - (k) being responsible for developing, monitoring and recommending to the Directors human resource issues related to salary, benefits, employee assistance programs and performance management system and performance measurements; and
  - (l) determining the six regions set out on Appendix A for the purpose of establishing representational balance for the Independent Director positions of the Society.
- (2) For greater certainty, decisions regarding hiring, evaluation or terminating the Chief Executive Officer, other executive officers, of the Society or other members of the executive committee of the Society, are the sole responsibility of the Directors, and the Governance Committee shall have no responsibility or authority in relation thereto.
- (3) The Governance Committee will consist of three individuals, each of which must be an authorized representative of a Corporate member in good standing to be elected annually at annual general meetings of the Society.
- (4) Members of the Governance Committee are to be elected for terms of up to three years maximum per member and are to be staggered by:
- (a) having the term of one member expire at each annual general meeting and the term of the remaining committee members continue, with the term of one such member expiring at the following annual general meeting, and the term of the other such member expiring at the next annual general meeting following thereafter, and
  - (b) initial members of the Governance Committee, or members elected or appointed to fill vacancies on the Governance Committee, are to be elected or appointed for terms which are staggered, or for less than three years, in order to achieve the foregoing.
- (5) The members of the Governance Committee will elect or appoint the committee chair by majority vote.
- (6) The chair of the Governance Committee will be entitled to preside at all Governance Committee meetings, and act as co-chair at all general meetings of the members.
- (7) Each Governance Committee member may serve a maximum of three consecutive terms, following which they are not eligible to be elected or appointed to serve on the Governance Committee until after a period of one year.
- (8) In the event that any member of the Governance Committee ceases to be a member of the Governance Committee before the end of their term, the Directors may appoint a person to fill the vacancy on the Governance Committee for the unexpired term of the committee member being replaced.
- (9) The Society's Chief Executive Officer may participate as an ex-officio voting member of the Governance Committee, as and to the extent required or requested by the Governance Committee.

- (10) Directors, or other officers or staff of the Society, or representatives of members may be invited to attend meetings of the Governance Committee as may be required or requested by the committee from time to time.
  - (11) Questions or decisions or determinations decided or made by the Governance Committee must be decided by the vote of the majority of the members of the Governance Committee, and, for greater certainty, in the case of an equality of votes (for example, in the event there may be a vacancy on the committee), the chair of the committee will not be entitled to a second or casting vote.
  - (12) Questions or decisions or determinations of the Governance Committee in the form of a resolution passed by the Governance Committee must be:
    - (a) adopted, ratified, and approved by the Directors at the next meeting of the Directors; or
    - (b) vetoed, rejected or not approved by the Directors at the next meeting of the Directors.
  - (13) If the Directors veto, reject, or do not approve a resolution passed by the Governance Committee as contemplated in section 5.2 (11), the Directors will convene a general meeting of the members within 90 days of the meeting of the Directors referred to in section 5.2 (11) and present the resolution of the Governance Committee for consideration of the members, in accordance with the Society's consensus protocol, to determine whether the members support the resolution approved by the Governance Committee. The purpose of an extraordinary meeting called under this section is to provide information to the members.
- 5.3
- (1) The Society will have seven Directors.
  - (2) BCHMC, so long as it remains a member, is entitled to appoint one Director. If any Director appointed by BCHMC resigns his or her office or otherwise ceases to hold office, BCHMC will be entitled (and, for greater certainty, the remaining Directors will not be entitled) to appoint a Director to take the place of the former Director. The appointment by BCHMC of any Director pursuant to this section 5.3 (2) may be by resolution or other instrument in writing signed by BCHMC. BCHMC may, by instrument in writing signed by BCHMC, remove a Director appointed pursuant to this section and may, by instrument in writing, appoint another Director to serve the balance of the term of the removed director. If any Director appointed pursuant to this section is removed by special resolution of the Corporate members entitled to vote, only BCHMC (and not the Corporate members entitled to vote) is entitled to elect or appoint an individual to serve as Director for the balance of the term of the removed Director. If BCHMC refuses or does not appoint a Director for a specified term the Directors then in power may appoint a seventh Director who shall remain in his or her position until the next annual general meeting.
  - (3) The remaining Directors (the "**Independent Directors**") will be elected or appointed in accordance with the following provisions.
  - (4) Independent Directors are to be elected by the Corporate members entitled to vote at annual general meetings, for terms of up to three years maximum per Independent Director, which terms are to be staggered as follows:
    - (a) the term of two Independent Directors will expire at each annual general meeting and the term of the remaining Independent Directors will continue

following such annual general meeting, with the term of such Independent Directors expiring at the following annual general meeting and the term of the remaining two such Independent Directors expiring at the next annual general meeting following thereafter; and

- (b) Independent Directors, or Directors elected or appointed to fill vacancies, are to be elected or appointed for terms which are staggered, or for less than three years, in order to achieve the foregoing.
- (5) Each Independent Director will cease to hold office at each annual general meeting when their respective term has expired at which time Corporate members entitled to vote will nominate and elect an Independent Director to replace such Independent Director ceasing to hold office, provided that, subject to the other provisions of these bylaws, any Independent Director ceasing to hold office will be eligible for re-election.
- (6) An individual is not eligible to be an Independent Director if the person:
- (a) is a director of or employed by any Corporate member (either as an employee or an independent contractor, directly or indirectly);
  - (b) was a director of or employed by a Corporate member (either as an employee or an independent contractor, directly or indirectly) within the previous year;
  - (c) is the spouse (legal or common-law), child or parent of a director of a Corporate member or of a person employed by a Corporate member (either as an employee or an independent contractor, directly or indirectly); or
  - (d) is the spouse (legal or common-law), child or parent of a person who was director of a Corporate member or who was employed by a Corporate member (either as an employee or an independent contractor, directly or indirectly) within the previous year.
- (7) Each Independent Director will represent one of six regions of the Province of British Columbia as set out on the map attached as Appendix - A to these bylaws. The individuals nominated for election as an Independent Director to represent each such region will, unless the Directors and Governance Committee otherwise approve, be an individual resident in such region. If there is no qualified nominee for election as an Independent Director resident in a given region, the Governance Committee will seek to identify a candidate for nomination for election as an Independent Director resident in such region to represent such region. Pending or failing identification or nomination of a nominee resident in such region for election as an Independent Director, the Governance Committee or Directors may nominate, or approve the nomination of, a candidate for election as an Independent Director to represent such region that is not resident in such region. At any annual general meeting at which the term of an Independent Director that represents an region has expired, the Corporate members resident in such region shall be entitled to elect an Independent Director to replace such Independent Director ceasing to hold office, provided that, subject to the other provisions of these bylaws, any Independent Director ceasing to hold office will be eligible for re-election.
- (8) An election of an Independent Director may be by acclamation (if the number of persons nominated for election at any annual general meeting does not exceed the number of Independent Directors to be elected, and voting members eligible to vote

on such election have voted in favour of such nominees); otherwise it shall be by ballot.

- (9) A Director does not have to be a member, or an authorized or other representative of a member.
  - (10) At each annual general meeting, after the election of any Independent Directors to be elected at such meeting has taken place, the Corporate members entitled to vote at such meeting will elect from then existing Directors (including Directors elected at such meeting) the following officers for the Society: A President, a Vice-President, a Secretary and a Treasurer or a Secretary-Treasurer. If the Corporate members entitled to vote at such meeting so determine, a Director may be elected to hold more than one of the positions referred to in this section 5.3 (10).
- 5.4
- (1) Subject to section 5.3 (7), the Directors may, at any time and from time to time, by resolution of the Directors, appoint an individual to fill a vacancy in the Independent Directors, including a vacancy that occurs as a result of the removal of an Independent Director as contemplated in section 5.6 (1) or as a result of an annual general meeting of members failing to elect an Independent Director to replace any Independent Director ceasing to hold office at such annual general meeting.
  - (2) An Independent Director so appointed holds office only until the close of the next annual general meeting of the Society, but, subject to the other provisions of these bylaws, is eligible for re-election at that meeting.
- 5.5
- (1) If an Independent Director resigns his or her office or otherwise ceases to hold office, subject to section 5.3 (7), the remaining Directors may appoint an individual to take the place of the former Independent Director.
  - (2) An Independent Director so appointed holds office only until the close of the next annual general meeting, but, subject to the other provisions of these bylaw, is eligible for re-election at that meeting.
  - (3) For greater certainty, an Independent Director appointed pursuant to section 5.4 (2) or 5.5 (2) will represent the applicable region referred to in section 5.3 (7) that the Independent Director (in this section the "Original Director") that ceased to hold office creating the vacancy represented, and, at the next annual general meeting, the Independent Director appointed pursuant to section 5.4 (2) or 5.5 (2) will cease to hold office and the Corporate members resident in such region will be entitled to elect a replacement Independent Director for the unexpired term of the Original Director, or, if the term of the Original Director would have expired at such meeting, a new three year term, as contemplated in section 5.3 (4), provided that, subject to the other provisions of these bylaws, the Independent Director appointed pursuant to section 5.4 (2) or 5.5 (2) will be eligible for re-election.
- 5.6
- The Corporate members may, by special resolution, remove any Independent Director before the expiration of his or her term of office. In such event, the Corporate members entitled to vote at such meeting (which are resident in the region referred to in section 5.3 (7) that the Independent Director removed represented) may, by a majority vote of such members, elect or appoint an Independent Director to serve the balance of the term of the removed Independent Director.
- 5.7 A Director (including the Director appointed by BCHMC) will cease to hold office:

- (1) upon commencing employment with the Society (either as an employee or an independent contractor, directly or indirectly) or upon the spouse (legal or common law), child or parent of the Director commencing employment with the Society (either as an employee or an independent contractor, directly or indirectly);
  - (2) upon failing to attend three regular meetings of the Directors in any 12 month period unless the other Directors present at the third meeting, at such meeting, in response to the written request of the absent Director, in which the absent Director provides an explanation for the director's absences that is satisfactory to the other Directors, pass a resolution determining to waive what would otherwise be the consequences of this such absence under this section 5.7 (2);
- 5.8 An act or proceeding of the Directors or of the Society is not invalid merely because fewer than the number of Directors required or contemplated under these bylaws have been elected or appointed or are in office or because the requirements of the Societies Act regarding the number of directors, residency of directors or entitlement of directors to receive remuneration are not met.
- 5.9 Directors will serve without remuneration in any capacity and will not be entitled to receive, directly or indirectly, any profits from their position as Directors. Subject to the provisions of the Societies Act and the regulations there under, Directors will be reimbursed for reasonable expenses necessarily incurred by them in performing their duties as Directors. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

## **PART 6 - Proceedings of Directors**

- 6.1
- (1) The Directors may meet at such times and places as they think fit to conduct business, and may adjourn and otherwise regulate their meetings and proceedings as they see fit, consistent with the provisions of these bylaws.
  - (2) The quorum necessary to conduct the business of the Directors is a majority of the Directors then in office.
  - (3) The President of the Society, if any, will be entitled to chair all meetings of the Directors, but if at any meeting the President is not present within 30 minutes of the time set for holding the meeting, the Vice-President of the Society, if any, will be entitled to act as chair, but if neither the President or the Vice-President is present at the meeting within 30 minutes of the time set for holding the meeting, or willing to chair the meeting, the Directors present may choose one of their numbers to be chair at that meeting.
  - (4) The President may at any time and the Secretary of the Society must, on the request of any three Directors, convene a meeting of the Directors.
  - (5) A Director who is entitled to participate in, including vote at, a meeting or committee of Directors may participate:
    - (a) in person, or
    - (b) by telephone or other communications medium if all Directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each another.

- (6) A Director who participates in a meeting in a manner contemplated by section 6.1 (5) is deemed for all purposes of these bylaws to be present at the meeting.
  - (7) The Directors may, in their discretion, permit individuals that are not directors (or members of a committee of directors), including officers or employees of the Society, or individuals who are members (or representatives of a member that is a corporation), or elders, to attend meetings of the Directors, (or a committee of the Directors), but such persons will not have a vote.
- 6.2 (1) The Directors may, by resolution of the Directors:
- (a) appoint one or more committees consisting of the Director or Directors that they consider appropriate;
  - (b) delegate (subject to such conditions, if any, as may be set out in the resolution of the Directors making such delegation, or any subsequent resolution of the Directors) to a committee appointed under section 6.2 (1) any, but not all, of the powers of the Directors provided that the Directors may not delegate to any committee:
    - (i) the power to appoint any individual as an Independent Director to fill a vacancy in the Independent Directors;
    - (ii) the power to appoint one or more committees or delegate any powers to any committee, revoke the authority of any committee, or override a decision made by any other committee, terminate the appointment of, or change membership of any committee, or fill vacancies in a committee; or
    - (iii) appoint senior managers or other officers or terminate the appointment of any senior manager or other officer appointed by the Directors.
- (2) A committee appointed under section 6.2 (1), in the exercise of the powers delegated to it must conform to any rules that may from time to time be imposed on it by the Directors, and must report every act or thing done in exercise of those powers or responsibilities at such times as the Directors may from time to time determine, or, failing such determination, at the earliest meeting of the Directors held after the act or thing has been done.
- (3) The Directors may, at any time with respect to any committee appointed under section 6.2 (1):
- (a) revoke or alter the authority given to a committee or override a decision made by a committee, except as to acts done before such revocation, alteration or overriding;
  - (b) terminate the appointment of, or change in membership of, a committee; and
  - (c) fill vacancies in a committee.
- (4) A committee appointed under section 6.2 (1) may elect a chair of its meetings, but if no chair is elected or if at any meeting the chair is not present within 30 minutes

after the time set for holding the meeting, the Directors present who are members of the committee may choose one of their numbers to be chair of the meeting.

- (5) The members of the committee may meet and adjourn as they think proper.
- 6.3 For a first meeting of Directors held immediately following the election of a Director or Directors at an annual general meeting or other general meeting of members, or for a meeting of the Directors at which an Independent 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.
- 6.4 (1) Any Director may provide or send to the Society a document signed by the Director waiving notice of any past, present or future meeting of the Directors (and of any committees of the Directors of which the Director is a member), either with respect to one or more specified meetings, or meetings which may be held within a specified time period, and may, at any time, withdraw any waiver previously given with respect to meetings held after that withdrawal, by document signed by the Directors and provided or sent to the Society. For greater certainty, a waiver of notice with respect to any meeting of Directors (or a committee of Directors) may be given or provided to the Society before or after the calling or holding of such meeting.
- (2) If a Director provides or sends to the Society a waiver of notice with respect to any meeting as contemplated in section 6.4(1) (including a meeting that may have been held before the Director provides or sends the waiver) unless the Director in such waiver otherwise may require, no notice of any meeting in respect of which the Director has provided such waiver need to be sent or given to the Director unless and until such waiver is withdrawn prior to the date of holding any meeting in respect of which the Director may withdraw such waiver and any such meeting may be held without notice being given to the Director and such meeting, and any action or proceeding taken at such meeting, will not be invalidated because of any failure or omission to give notice to, or the non-receipt of any notice by, that director.
- (3) Attendance of a Director at a meeting of Directors (or of any committee of Directors) will constitute a waiver of notice of the meeting unless the Director attends the meeting for the purpose of objecting to the transaction of any business on the grounds that the meeting has not lawfully been convened.
- 6.5 (1) Questions arising at any meeting of the Directors or committee of Directors must be decided by consensus, if, in the opinion of the chair a consensus is not forthcoming possible, questions shall be determined by a majority of votes cast on the question.
- (2) In case of an equality of votes, the chair of any meeting of Directors (or committee of Directors) does not have a second or casting vote.
- 6.6 A resolution proposed at a meeting of Directors or committee of Directors need be seconded, and the chair of a meeting may move or propose a resolution.
- 6.7 A resolution of the Directors or of any committee of Directors:
- (1) may be passed without a meeting, or whether or not a meeting has been held and in all cases if each Director entitled to vote on a resolution signs or consents to it in writing, or
- (2) any such resolution passed in accordance with section 6.7 may be signed or consented to in one or more counterparts, which together will constitute one resolution and will be as valid and effective as if it had been passed at a meeting of

the Directors (or committee of directors, as applicable) that satisfies all of the requirements of these bylaws relating to meetings of Directors or of a committee of directors. Any resolution signed or consented to in writing as contemplated in this section 6.7 will be kept with the minutes of the meetings or proceedings of the Directors.

## **PART 7 - Duties of Officers**

- 7.1 The President of the Society will, as otherwise provided in these bylaws, be entitled to preside at all meetings of the Directors and as a co-chair at all meetings of the members.
- 7.2 The Vice-President of the Society may carry out the duties of the President during the President's absence.
- 7.3 The Secretary of the Society is responsible for:
- (a) the conduct of the correspondence of the Society;
  - (b) issuing notices of meetings of the members of the Society and of the Directors;
  - (c) keeping minutes of all meetings of the members of the Society and of the Directors;
  - (d) maintaining custody of all records and documents of the Society except those required to be kept by the Treasurer;
  - (e) maintaining custody of the corporate seal of the Society, if any;
  - (f) maintaining the register of members, and
  - (g) keeping record of all members of the Society and their registered addresses.
- 7.4 The Treasurer of the Society is responsible for:
- (a) keeping such financial records, including books of account, as are necessary to comply with the Societies Act, and
  - (b) providing financial statements to the Directors, members and others as may be necessary to permit preparation for submission to the annual general meeting of such financial statements or a statement of the financial position of the Society.
- 7.5 In the absence of the Secretary of the Society from a meeting of Directors or members, the Directors present at such meeting will appoint another person to act as secretary at the meeting.
- 7.6 The Directors may combine the offices of Secretary and Treasurer into an office to be known as Secretary-Treasurer and the Secretary-Treasurer will have responsibility for performing the duties and responsibilities of the Secretary and of the Treasurer, as set out in sections 7.3 and 7.4.



## **PART 8 - Seal**

- 8.1 The Society may have and use a seal which bears the name of the Society and which may be reproduced by a rubber stamp, an impression seal or other convenient means.
- 8.2 The seal of the Society may be affirmed or impressed or reproduced on any agreement, contract, instrument or other document or record (herein referred to as a "record") where such record, or the signing or execution thereof, have been authorized or approved by any resolution of the Directors or, failing such authorization or approval, may be affixed or impressed or reproduced upon any record as may be authorized or approved by any Director or by the President of the Society, if any (where the signing by any Director or, if applicable, the President of the Society, of any record on which this seal has been affixed or impressed or reproduced will be conclusive evidence of such authorization or approval). In addition, the seal of the Society may be affixed or impressed or reproduced on any record, or copy of a record, including any resolutions consented to in writing by the Directors (or any committee thereof) or the text of any resolution passed at a meeting of the Directors (or any committee thereof) or members, for the purpose of authentication or certification by or on behalf of the Society of any record or true copy of any resolution or other record.

## **PART 9 - Borrowing**

- 9.1 The Directors may, on behalf of and in the name of the Society:
- (a) borrow money;
  - (b) issue bonds, debentures, notes or other evidences of debt obligations or indebtedness:
    - (i) at any time;
    - (ii) to any person; and
    - (iii) for any consideration;
  - (c) give security for borrowed money or to secure money obligations;
  - (d) otherwise borrow, raise or secure the payment or repayment of money;
  - (e) otherwise raise and borrow money in any manner and amounts, on such security or without security, from any sources or persons and upon any terms and conditions;
  - (f) guarantee the repayment of money by any person or the performance of any obligation and upon any terms and conditions;
  - (g) incur, evidence, or secure the payment or repayment of, or performance of, any indebtedness or obligation of the Society in any manner and upon any terms and conditions, including, without limiting the generality of the foregoing, by the issuance of notes, bonds, debentures or any mortgage, charge or other security, whether specific, fixed or floating, on the undertaking or on the whole or any part of the assets (both present and future) of the Society;
- as the Directors may from time to time determine or approve.

- 9.2 In addition, without limiting the generality of any other provision of these bylaws, the Directors may, on behalf of and in the name of the Society, obtain goods and services on account with suppliers for such amounts as may be reasonably incurred in providing goods or services to the Society, and make payment of such accounts.

## **PART 10 - Auditor**

- 10.1 The Directors may determine that the Society should have an auditor. If the Directors make such a determination, they may pass a resolution of the Directors, which resolution will specifically record the determination by the Directors that the Society should appoint an auditor. Unless the Directors pass such a resolution, the Society will not have an auditor but the Directors may from time to time choose to engage or retain the services of an auditor for specific purposes, including to audit one or more financial statements of the Society and to make a report in respect of such financial statements, but, unless the Directors, by resolution, specifically determine that the Society should appoint an auditor, any such engagement or retention and provision by the auditor of such services will not constitute the appointment of an auditor of the Society and any such auditor so engaged or retained will not be the auditor of the Society.
- 10.2 (a) If the Directors determine that the Society should have an auditor, the Directors may appoint, or may propose that the voting members of the Society by ordinary resolution appoint, an auditor as the auditor of the Society, in each case, to hold office until the close of the next annual general meeting.
- (b) If an auditor is appointed as contemplated in section 10.2 (a), subject to section 10.2 (c), at each annual general meeting after such appointment the voting members, by ordinary resolution, will appoint an auditor to hold office until the close of the next annual general meeting.
- (c) After an auditor has been appointed as contemplated in section 10.2 (a), the Directors, by resolution of the Directors, may determine that the Society will no longer have an auditor, commencing at the close of the next annual general meeting. In such event, at the next annual general meeting following that determination, unless the Directors otherwise determine prior to such meeting, no resolution will be passed appointing an auditor, and an auditor will not be appointed, and the auditor in office prior to the close of such annual general meeting will not continue as auditor following the close of such annual general meeting and the Society will cease to have an auditor. The determination that the Society will no longer have an auditor will not constitute removal of the auditor.
- (d) If the Society has an auditor, but there is a vacancy in the office of the auditor created by resignation, death or otherwise, other than a removal under section 10.3, the Directors may appoint an auditor to fill any vacancy in the office of the auditor to hold office until the close of the next annual general meeting.
- (e) If an auditor is appointed as contemplated in section 10.2 (a) and thereafter the Society ceases to have an auditor as contemplated in section 10.2 (c), thereafter the Directors may determine, by resolution of the Directors, that the Society should again have an auditor. If the Directors make such a determination, the Directors may again appoint, or may propose that the voting members of the Society by ordinary resolution again appoint, an auditor pursuant to section 10.2 (a) to hold office until the close of the next annual general meeting.

- (f) The Directors may set the remuneration of any auditor of the Society, provided that, if the Directors so decide or determine, the remuneration of the auditor may be determined by the voting members of the Society, by ordinary resolution.
- 10.3 If an auditor is appointed as contemplated in section 10.2, the Society may, by ordinary resolution passed at a general meeting called for the purpose (which may include an annual general meeting), remove an auditor before the expiration of the auditor's term of office, and must, by ordinary resolution passed at that meeting, appoint a person as auditor for the remainder of the term of office of the auditor who was removed. If so removed, an auditor must be promptly informed in writing of his or her removal. At each annual general meeting, the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected for the next annual general meeting.
- 10.4 An auditor shall be informed forthwith in writing of appointment or removal.
- 10.5 No director and no employee of the Society may be auditor.
- 10.6 The auditor may attend general meetings.

#### **PART 11 - Notices to Members**

- 11.1 A notice may be given to a member personally, by mail to the address of the member as recorded in the register of members of the Society or to the address of the member provided by the member in the member's application form referred, or such other address as the member may have informed the Society, or to the email address provided by the member in the member's application form, or such other email address as the member may have informed the Society (and the member by providing such email address will be deemed to have consented to providing notice by electronic means to such email address).
- 11.2 A notice given to a member:
  - (a) sent by mail is deemed to have been given when the notice was properly addressed and put in a Canadian post office receptacle and is deemed to have been received by the person to whom it was mailed on the business day following the date of mailing;
  - (b) sent by email is deemed to have been given on the day it was emailed and deemed to have been received by the person to whom it was emailed on the day following the day on which it was emailed.
- 11.3 (a) Subject to the provisions of the Societies Act regarding requisitions for general meetings, waiver of notice and accidental omission to send a notice or non-receipt of a notice, the Society will give notice of a general meeting to:
  - (i) every member shown on the register of members of the Society; and
  - (ii) the auditor, if an auditor of the Society has been appointed pursuant to section 10.2.
- (b) No other person is entitled to receive a notice of a general meeting.

## **PART 12 - Bylaws and Constitution**

- 12.1 On becoming a member, each member will be entitled to receive, on request and without charge, a copy of the constitution and bylaws of the Society. Prior to any member requesting a copy of these documents, as determined by the Directors, the Society may send a copy of these documents to any member following such member becoming a member, or may make such documents available to members on the Society's website.
- 12.2 These bylaws shall not be altered unless the alteration has been authorized by special resolution.
- 12.3 The Society will not alter or delete the purposes set out in paragraph 2 (b) of its Constitution without first obtaining the written consent of the British Columbia Housing Management Commission.

## **PART 13 - Previously Unalterable Provisions**

- 13.1 The Society shall be carried on without purpose of gain for its members and no part of any income of the Society shall be payable or otherwise available for personal benefit of the members thereof, and any profits or accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.
- 13.2 Upon wind-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears, of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the *Income Tax Act*, which shall be designated by the Board of Directors. This provision was previously unalterable.
- 13.3 To clarify bylaw 13.2 the Canadian charitable organization or organizations referred to in 13.2 shall have aims or purposes similar to those of this Society. The Society will not alter or delete this bylaw without first obtaining the prior written consent of the British Columbia Housing Management Commission.
- 13.3 The Directors shall serve without remuneration and the Directors shall not receive, directly or indirectly, any profits from their position as directors but may be paid expenses incurred by them in the performance of their duties. This provision was previously unalterable.

## APPENDIX A – MAP OF REGIONS



### **Region 1 – Northern BC**

*Prince George, Prince Rupert, Haida Gwaii, Fort St. John, Dawson Creek, Fort Nelson*

### **Region 2 – Cariboo Chilcotin Coast**

*Bella Bella, Bella Coola, Quesnel, Williams Lake, 100 Mile House, Clinton, Lillooet*

### **Region 3 – Thompson Okanagan & Kootenay Rockies**

*Boston Bar, Cache Creek, Kamloops, Kelowna, Penticton, Vernon, Valemont, Revelstoke, Nelson, Cranbrook*

### **Region 4 – Vancouver Island**

*Victoria, Nanaimo, Campbell River, Port Hardy, Powell River, Sechelt, Gibsons*

### **Region 5 – Vancouver Coastal**

*Pemberton, Whistler, Squamish, West Vancouver, North Vancouver, Vancouver, Burnaby, New Westminster, Coquitlam, Port Coquitlam*

### **Region 6 – Fraser Valley**

*Richmond, Ladner, Tsawwassen, Surrey, Langley, Maple Ridge, Mission, Abbotsford, Chilliwack, Hope*

## APPENDIX B – CONSENSUS PROTOCOL

### AHMA'S CONSENSUS PROTOCOL

#### 1. Purpose:

In order to promote a better representation model that is culturally appropriate and equal to all membership, AHMA is adopting this Consensus Protocol for all decisions involving membership voting with the exception of the election, appointment or removal of Directors and Governance Committee members.

#### 2. Responsible parties

- The consensus protocol applies to the during an AGM or any EGM where a membership vote is required
- The BOD is responsible for maintaining and updating this protocol
- The Governance Committee is responsible for approving any updates to this protocol

#### 3. Definitions

- BOD: Board of Directors
- AGM: Annual General Meeting
- EGM: Extraordinary General Meeting
- Chair: co-chairs, or, if applicable, chair of any meeting
- Member: includes a representative or proxy of a corporate member

#### 4. Protocol statement

AHMA's consensus Protocol is a process in which all voting members will **develop**, and **consent** to support, a decision that is in the best interest of all members even if it's not fully supported by each member. As opposed to majority rule, this process encourages discussion and debate permitting each speaker to be fully heard. Ideas and solutions belong to the whole group not to particular members. This process will strive to reach unity of opinion, where all members agree with the essence of the decision and can support it. A consensus is defined as the affirmative consent of all voting members present, in person or by proxy, at the AGM or EGM, voting on a particular motion or decision.

#### 5. Protocol procedure

1. The Chair will present each motion or resolution and open the floor for discussion.
2. All members, including non-voting members, have the right to speak. However, only voting members have the right to vote on a proposed motion.

3. The Chair is responsible for limiting the number of times a particular member asks to speak, and speaks, to ensure that each member is heard.
4. If a member chooses to remain silent, the group may interpret this as consent to the proposed motion. However, such silence will not preclude such member that is a voting member from voting in any manner permitted herein. Proxyholders acting on behalf of voting members may speak on behalf of the member that appointed them proxyholder, as well as , if applicable, the voting member for which the proxyholder is an officer or director or other authorized representative.
5. After a first round of discussions, the Chair will identify areas of agreement and disagreement, to push discussion deeper.
6. After a second round of discussion, the Chair will, to the extent necessary, modify the motion based on discussion and call for a vote seeking a consensus.
7. Only voting members participate in the vote, and voting members must select one of the following three (3) options:
  - Consent
  - Stand aside: members who are willing to abstain from voting let a motion pass (assuming it otherwise obtains a consensus vote from other members not abstaining) but desire to register their concerns with the group may choose "Stand aside".
  - Move to Inquiry: Any voting member may, if they believe that the motion will bring significant harm to the whole membership, and the member is not being driven only by self-interest, request a "Move to Inquiry" in respect of the proposed motion.
8. Any proxyholder voting must select one of the foregoing options in respect of each voting member on whose behalf such proxyholder is entitled to vote, and, if the proxyholder is entitled to vote on behalf of more than one voting member, they may, subject to the authority conferred by the proxy, select different options in respect of different voting members.
9. If, in the opinion of the Chair, in his or her sole discretion, the number of members electing to "Stand aside" the motion is sufficient to support modification or re-wording of the motion, the Chair may determine not to proceed with the motion as previously proposed and modify or re-word the motion and call for a new vote seeking a consensus on the modified or re-worded motion. In such event, section 7 will apply to such new vote. The Chair may, in his or her discretion, call for such new vote before or after conducting any inquiry process contemplated in section 10, or calling for a vote on any alternate or modified motion contemplated in section 11.
10. If one or more members (the "**Inquirers**") request a "Move to Inquiry", the Chair will again open the floor for discussion, permit any Inquirer to speak, including to express any concerns they have regarding the motion and why they believe it will bring significant harm to the membership as a whole, and permit other members, including non-voting members, to speak, with a view of seeking consensus and satisfying concerns of the Inquirers. After

such discussion, the Chair will ask each Inquirer whether they wish to propose an alternative or modified motion, that satisfies the concerns of such Inquirer and is intended to be satisfactory to the members as a whole. If there is more than one Inquirer, the Chair will ask such Inquirers to collectively propose such an alternative or modified motion which is acceptable to them all. If the Inquirers are unable to agree upon such an alternative or modified motion, each of the Inquirers may propose an alternative or modified motion (provided that, if there are more than two Inquirers, two or more Inquirers may collectively agree upon and mutually propose an alternative or modified motion).

11. If one or more Inquirers (either alone or collectively with one or more Inquirers) propose an alternative or modified motion, the Chair will call for a new vote seeking a consensus on the alternative or modified motion. If all Inquirers, or all Inquirers that propose an alternative or modified motion, agree upon the same alternative or modified motion, the Chair will call for a new vote seeking consensus on the alternative or modified motion. If all Inquirers do not agree upon the alternative or modified motion, and Inquirers have proposed more than one alternative or modified motion, the Chair will call for a new vote seeking consensus on one of such alternative or modified motions, as selected by the Chair in his or her discretion, and, if such alternative or modified motion is not approved by consensus, then the Chair will successively call for a new vote seeking consensus, on each other alternative or modified motion, as selected by the Chair, in his or her discretion, unless and until one of the such alternative or modified motions is approved by consensus, or none of them is approved. Section 7 will apply to each such new vote. For greater certainty, on any such new vote, any Inquirer may request a "Move to Inquiry" in respect of any alternative or modified motion proposed by any other Inquirer.
12. If, following the process referred to in section 9, no Inquirer or Inquirers propose any alternative or modified motion, or if no alternative or modified motion voted on in accordance with section 10 is approved by consensus, the Chair will call for another vote seeking consensus on the motion originally called for a vote or, in the discretion of the Chair, a modified version of such motion as may be approved by the Chair, modified to reflect the discussion during the inquiry process in section 9, with modifications intended to make the motion more satisfactory to the membership as a whole. In such event, section 7 will apply to such new vote, provided that the Chair may direct some or all of the Inquirers to adopt a "Stand aside" position on the new vote, in which case such Inquirers will abstain from voting on such new vote, and a consensus will be achieved if the motion, or modified motion, is approved by all the votes cast by the voting members, whether cast in person or by proxy, excluding Inquirers required to abstain.
13. Despite section 11, if, in respect of any proposed motion, the number of members that request a "Move to Inquiry" exceeds the number of members voting to approve or consent to such motion, the Chair may not direct, as contemplated in section 11, that the Inquirers abstain from voting, and, for greater certainty, the Inquirers may propose, as an alternative or modified motion, that the matter sought to be approved by the original motion not be proceeded with. (For example, if a majority of voting members are opposed to any proposed motion, and request a "Move to inquiry" in respect of such motion, unless such Inquirers change their mind, the Chair cannot require, in effect, a majority of the members voting in respect of such motion to abstain, so that such motion could be approved by the minority which is in favour of the motion, as that would not represent a consensus).



14. This protocol recognizes that, in the interest of obtaining a consensus on decisions by the members, to the extent contemplated in the protocol, the text of resolutions, including special resolutions, submitted to a meeting may be modified or amended at a meeting from the text of any resolutions set out in the notice of the meeting. To the extent necessary, AHMA may give notice of and convene an extraordinary meeting to ratify, approve and confirm any resolution approved in accordance with this protocol, to the extent that the text of any special resolution so approved may have been modified or amended from the text included in the notice of the meeting.

**END OF PROTOCOL**