

THE AUTISM SUPPORT NETWORK SOCIETY

Constitution and Bylaws

of the

**Autism Support Network Society
Number S-0036824**

Bylaw Amendments Ratified January 17, 2016 at ASNS Special Resolution Meeting

Society Act – Copy of Resolution Filed: February 11, 2016

THE AUTISM SUPPORT NETWORK SOCIETY

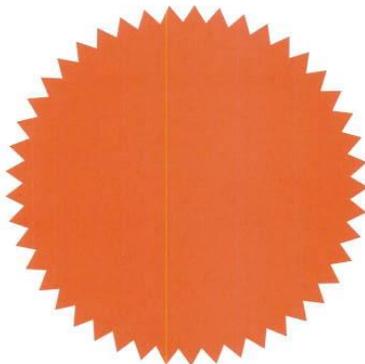


Number: S-0036824

CERTIFICATE OF CHANGE OF NAME

SOCIETY ACT

I Hereby Certify that A.E.S. AUTISM EDUCATION SOCIETY has this day changed its name to **AUTISM SUPPORT NETWORK SOCIETY** on December 1, 2014 at 10:00 AM Pacific Time.



*Issued under my hand at Victoria, British Columbia,
on December 1, 2014*

CAROL PREST
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA

THE AUTISM SUPPORT NETWORK SOCIETY

Constitution and Bylaws

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THE AUTISM SUPPORT NETWORK SOCIETY

Constitution

1. The name of the Society is the Autism Support Network Society, otherwise referred to herein as “the Society”.

The main purpose of the Society is to help Canadian individuals affected with autism and autism spectrum disorders, and their families and personal support structures, by providing educational programs and funding for research into autism and autism spectrum disorders particularly with respect to Intensive Behavioural Treatment based on the principles of Applied Behaviour Analysis.

2. The objectives to meet the purpose of the Society are to:
 - a. Provide individualized education and support about what is and how to provide science-based autism treatment, by connecting experienced parents with families who have and are facing a new situation as they deal with their child or children with autism spectrum disorder (ASD).
 - b. Provide educational structured and regularly scheduled Network Support Meeting Groups to enable families to come together support each other in dealing with the impact of autism on the family.
 - c. Provide educational presentations by guest speakers, professionals, para-professionals and volunteers in their specific area of specialization to offer parents relevant information, support, resources and assistance as they gain knowledge of and about evidence-based Autism Spectrum Disorder (ASD) treatment programs for their children.
 - d. Participate in annual career fairs to promote education and training opportunities in the specific healthcare field of Autism Spectrum Disorder and Applied Behavioural Analysis.
 - e. Receive bequests, legacies, donations, gifts, funds and property from all sources and to hold and invest such funds and property and to administer and distribute such funds and property for the purpose of the Society.
3. The operations of the Society are to be carried out principally in the Province of British Columbia.
4. The mandate of the Society shall be carried out without purpose of gain for its members and any profits or other accumulation to the Society shall be used for its purposes.
5. In the event of dissolution of the Society, funds and assets remaining after payment of all debts and liabilities, shall be turned over to a recognized charitable organization in the Province of British Columbia or elsewhere in Canada, as directed by the members at the time of dissolution.
6. Paragraphs 3, 4, 5, and 6 of this Constitution are unalterable in accordance with the of Province of British Columbia’s *Society Act*.

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Bylaws

Part 1 - Interpretation

1. Definitions

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

- (a) **“Address of the Society”** means the address of the Society as filed from time to time with the Registrar;
- (b) **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) **“Board Resolution”** means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board, and a resolution so consented to is deemed to be an resolution passed at a meeting of the Board;
- (d) **“Bylaws”** means the bylaws of the Society as filed in the office of the Registrar;
- (e) **“Constitution”** means the constitution of the Society as filed in the office of the Registrar;
- (f) **“Directors”** means those members who have become Directors in accordance with these Bylaws and have not ceased to be Directors;
- (g) **“Electronic Means”** means any system or combination of systems, including telephonic, electronic, computer or web-based technology or communication facility, that permits all participants to hear and communicate with each in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location. As per Director approval, transactions carried out through Electronic Means in the course of the Society’s work will be deemed acceptable.
- (h) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (i) **“Members”** means those persons who are or who have subsequently become members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;

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- (j) **"Officers"** of the Society shall be:
 - (i) Chairperson/President
 - (ii) Vice-Chairperson/Vice-President
 - (iii) Secretary
 - (iv) Treasurer

- (k) **"Ordinary Resolution"** means:
 - (i) a resolution passed at a general meeting by the Members present by a simple majority of the votes cast by those Members entitled to vote, or

 - (ii) a resolution that has been submitted to the Members and consented to in writing by seventy-five (75%) percent of the Members who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Society.

- (l) **"Person"** means a natural person;

- (m) **"President"** means the Person elected to the office of President of the Society from time to time in accordance with these Bylaws;

- (n) **"Registered Address"** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;

- (o) **"Registrar"** means the Registrar of Companies of the Province of British Columbia;

- (p) **"Society"** means "Autism Support Network Society";

- (q) **"Society Act"** means the *Society Act*, R.S.B.C. 1996, c.433, as amended from time to time; and

- (r) **"Special Resolution"** means:
 - (i) a resolution passed at a general meeting by the Members present by a majority of not less than seventy-five (75%) percent of the votes cast by those Members entitled to vote;
 - (A) of which the notice that the Bylaws provide, and not being less than fourteen (14) days' notice, specifying the intention to propose the resolution as a Special Resolution has been given, or

 - (B) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than fourteen (14) days' notice has been given, or

 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution

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so consented to is deemed to be a Special Resolution passed at a general meeting of the Society.

2. **Society Act Definitions**

2.1 Except as otherwise provided, these definitions in the *Society Act* on the date of these Bylaws apply.

3. **Plural and Singular Forms**

3.1 In these Bylaws, a word defined in the plural form includes the singular and vice-versa. Definitions in the *Society Act* apply to these Bylaws.

Part 2 - Membership

4. **Classes of Membership**

4.1 There will be one (1) class of membership in the Society.

4.2 Membership in the Society will be restricted to:

- (a) the members of the Society are the applicants for incorporation of the Society, and those person who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members;
- (b) a person who has reached the age of legal majority may apply to the Directors for membership in the Society and, on acceptance by the Directors, shall be a member and entitled to vote thirty (30) days after such acceptance; and
- (c) no employee of the Society shall be eligible to become a voting member of the Society during the term of their employment, or for one (1) year following employment.

5. **Eligibility for membership**

5.1 A person may be eligible to be accepted as a member if:

- (a) a primary caregiver or relative of a person with an Autism Spectrum Disorder; and
- (b) interested in advancing the purposes and supporting the activities of the Society; and
- (c) upholding the Constitution and complying with these Bylaws.

5.2 A person is not eligible for membership if:

- (d) declared by a court in Canada or elsewhere incapable of managing his or her own affairs or person or both;

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- (e) undischarged bankruptcy;
- (f) in the reasonable determination of the Board, an interest that conflicts with the purposes or programs of the Society; or
- (g) convicted of an offence involving fraud or offenses against children for which no pardon has been granted.

6. Application for Membership

6.1 A person may apply to the Board in writing to become a member and on acceptance by the Board will be a Member and continues as a member until ceasing in accordance with these Bylaws.

6.2 The Board may, by Board resolution, accept, postpone or refuse an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society. Membership is not transferable.

7. Dues

7.1 The annual membership dues shall be determined by the Board of Directors, and may be changed by the Board of Directors from time to time.

8. Compliance with Constitution, Bylaws and Policies

8.1 Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws and the policies of the Society as adopted by the Board.

9. Cessation and Expulsion of Membership

9.1 A member ceases to be a member and may be expelled by special resolution passed at a general meeting.

- (a) by delivering their resignation, in writing, to the Secretary of the Society, or by mailing or delivering it to the address of the Society;
- (b) on their death or, in the case of a corporation on dissolution;
- (c) on being expelled;
- (d) upon failing to pay the membership dues for the following membership term within thirty (30) days of the said membership term; or
- (e) upon employment with the Society.

9.2 Notice of a Special Resolution to expel a member will be accompanied by a brief statement of the reasons for the proposed expulsion and a copy of the notice will be provided to all members.

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

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Part 3 – Meetings of Members

10. Time, Place and Notice of General Meetings

10.1 The general meetings of the Society will be held at such time and place, in accordance with the *Society Act*, as the Board decides. The Society will give not less than fourteen (14) days' written notice of a general meeting to those members entitled to receive notice but those members may waive or reduce the period for a particular meeting by unanimous consent in writing.

10.2 Every general meeting, other than the Annual General Meeting (AGM), is an extraordinary general meeting. Directors may, as needed, convene an extraordinary meeting whenever the Directors desire.

10.3 Notice of a general meeting will specify the place, the day and the hour of the meeting and the business including any special resolutions to be considered and transacted at the meeting.

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

11. Calling of Extraordinary General Meeting

11.1 The Society will convene an extraordinary general meeting by providing notice in accordance with these Bylaws in any of the following circumstances:

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

12. Annual General Meetings

12.1 The first Annual General Meeting of the Society will be held not more than fifteen (15) months after the date of incorporation, and thereafter an Annual General Meeting will be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

13. Mode of General Meetings

13.1 The Board may determine, in its discretion, to hold any general meeting utilizing Electronic Means, so as to allow parties to participate in the meeting remotely.

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13.2 Where a general meeting is conducted by Electronic Means, the Directors must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate to the same extent as participants present in person, if any.

14. Order of Business

14.1 All general meetings shall follow Robert's Rules of Order, unless explicitly stated otherwise in these Bylaws. The order of business shall be:

- (a) Call to Order;
- (b) Declaration of Quorum;
- (c) Adoption of Agenda;
- (d) Ratification of Previous Minutes;
- (e) Chairperson/President Report;
- (f) Executive Director's Report;
- (g) Financial Report;
- (h) Committee Reports;
- (i) Correspondence;
- (j) Old Business;
- (k) New Business;
- (l) In camera, if required, and
- (m) Adjournment.

14.2 The Secretary (or another person designated by the Board) shall ensure that minutes are taken for all general meetings of the Society and shall be responsible for the care and custody of such minutes.

15. Requirement of Quorum

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

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

16. Quorum

16.1 In accordance with the *Society's Act*, the quorum at a general meeting is three (3) members. Special Resolution Meetings require 75% majority vote for approval.

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16.2 Annual General Meetings the quorum for the transaction of business at an AGM is the required percentage of members based on the Society Act with the required quorum of voting members of the Board of Directors present. A 51% majority vote of eligible voters present at an AGM shall be required to approve any business transaction.

17. Lack of Quorum

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

18. Chairing General Meetings

18.1 The Chairperson of a general meeting shall be the President, the Vice-President, or in absence of both, one of the other Executive Committee members present (Treasurer or Secretary) will chair the meeting. If the Directors unable to fulfill the duties of chairing the meeting within fifteen (15) minutes after the time appointed for the meeting, members present may choose one of their number to preside as chair at that meeting, if quorum is met.

19. Voting At General Meetings

19.1 The Chairperson may ask for a motion or proposal of a resolution but may not vote, except in the case of an equality of votes, when the Chairperson shall have the deciding vote.

19.2 Members of the Board of Directors present at the general meeting are entitled to one vote. Ex-officio members are not entitled to a vote.

19.3 Society members in good standing present at a general meeting, other than any Board of Directors meetings, are entitled to one vote. The Chairperson shall not vote except in the instance of a tie when they will cast the deciding vote.

19.4 Voting is by a show of hands, voting cards, written ballot, vote conducted by Electronic Means as decided by the Directors. Voting by proxy is not permitted.

20. Adjournment of General Meetings

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

21. Notice of Adjournment

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

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Part 5 – Directors and Officers

This section of the Bylaws will cover the following requirements - Duties of Officers, Composition and Powers of the Board of Directors and Meetings of the Board of Directors

DUTIES OF OFFICERS

22. Officers

22.1 The Officers of the Society are the President, Vice-President, Secretary and Treasurer, together with such other offices, if any, as the Board, in its discretion, may create.

22.2 The Board may, by Board resolution, create and remove such other offices of the Society as it deems necessary and determine the duties and responsibilities of all Officers.

23. Duties of President

23.1 The President will supervise the other Officers and the Directors in the execution of their duties and preside at all general meetings and meetings of the Board.

24. Duties of Vice-President

24.1 The Vice-President will assist the President in the performance of their duties and will, in the absence of the President, perform those duties. The Vice-President will also perform such additional duties as may be assigned by the Board or the President.

25. Duties of Secretary

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

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

26. Duties of Treasurer

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

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

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27. Absence of Secretary at Meeting

27.1 If the Secretary is absent from any general meeting or meeting of the Board, the Directors present will appoint another person to act as Secretary at that meeting.

28. Combination of Offices of Secretary and Treasurer

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

COMPOSITION AND POWERS OF THE BOARD OF DIRECTORS

29. Composition

29.1 The Society will operate as a non-profit organization with a volunteer Board of Directors, of no less than five (5) Board of Directors and up to nine (9) Board of Directors, responsible to the Society members for governance and policies of the Society, in accordance with the purposes outlined in the Constitution.

29.2 The Board of Directors may hire an Executive Director or other such employees who will be responsible to the Board of Directors for the day-to-day management and administration of the Society's operations.

29.3 The Board of Directors may exercise all powers and actions that the Society may exercise and do, and which are not, by these Bylaws or stature or otherwise, lawfully directed or required to be exercised or done by the Society in General Meetings, but subject, nevertheless, to:

- (a) all laws affecting the Society;
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, made from time to time by the Society in a general meeting.

30. Director Responsibilities

30.1 Every Director, in exercising the duties and performing the office of a Director, will:

- (a) be a member in good standing;
- (b) act honestly and in good faith and in the best interests of the Society;
- (c) exercise the care, diligence and skill of a reasonably prudent person in managing the property, and affairs of the Society;
- (d) keep all information received as a Director confidential, both during and after his or her term as a Director, unless disclosure is duly authorized or required by law;

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- (e) disclose all conflicts of interest and comply with the *Society Act*, these Bylaws and such policies and procedures as the Board may adopt with regard to conflicts of interest;
- (f) uphold the Constitution and comply with these Bylaws and the policies of the Society established from time to time; and
- (g) unreservedly subscribe to and support the purposes of the Society.

31. Powers of Directors

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

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

32. Financial Powers

32.1 The Board of Directors will have the power to make expenditures in accordance to the Society's approved financial budgets and fiscal policies.

33. Policies and Procedures

33.1 The Board may establish such policies and procedures relating to the affairs of the Society as it deems expedient, provided that no policy or procedure is valid to the extent that it is inconsistent with the *Society Act*, the Constitution or these Bylaws.

34. Remuneration of Directors Expenses

34.1 A Director is not entitled to any remuneration for acting as a Director, provided however that a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society following all financial recordkeeping policies are adhered to and recorded.

35 Removal of Director

35.1 The Directors may, by special resolution, remove a Director before the expiration of their office and may appoint a successor to serve through to the next Annual General Meeting.

MEETINGS OF THE BOARD OF DIRECTORS

36. Board Meetings

36.1 The Board shall meet not less than four (4) times per calendar year.

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36.2 Meetings of the Board may be held at any time and place determined by the Board, and may include regularly scheduled meetings or ad hoc meetings, as may be necessary.

36.3 Directors will receive at least two days notice of ad hoc meeting or a change in a regular Board meeting for which previous notice was provided.

36.4 All meetings conducted by the Board of Directors will follow Robert's Rules of Order.

37. Regular Meetings

37.1 Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

38. Ad- Hoc Meetings

38.1 The Board will hold an ad hoc meeting in any of the following circumstances:

- (c) at the call of the President;
- (d) by request of the Executive Director; or
- (a) by request of any two (2) or more Directors.

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

38.3 For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at general meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted. However if an election is conducted separate from a general meeting, notice of the first meeting of the Board will be provided to all members who will be Directors in office on the date of such meeting.

39. Attendance at Board Meetings

39.1 Every Director shall attend meetings of the Board, and should a Director not be able to attend, the President or Chair needs to be advised prior to the meeting. The Executive Director may attend Board Meetings in an Ex-officio role. The President may require that the Executive Director be absent from a particular meeting or any portion thereof of a meeting.

39.2 All Board Meetings must meet quorum in order to transact business.

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39.3 The Board may invite any person to attend one or more meetings of the Board as non-voting advisor, observer or guest.

40. Participation by Electronic Means

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

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

41. Director Conflict of Interest

41.1 A Director who has, or may have, an interest in a proposed contract or transaction with the Society will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction and will absent themselves from the meeting or portion thereof at which the proposed contract or transaction is discussed, unless requested by the Board to remain to provide relevant information, following which he or she will absent themselves from the meeting until recalled by the Board.

Part 6 – Nomination and Elections of Directors

42. Nomination of Directors

42.1 Nominations to the Society's Board of Directors shall be determined by a Nomination Committee, chaired by a voting Director.

42.2 Requests for Nomination to the Board of Directors and an outline of the nomination process shall be given to Society members in accordance to approved distribution of information as defined in these Bylaws.

42.3 The number of nominations to the Board of Directors is unlimited, but the number of positions of voting members of the Board of Directors is limited to nine (9).

42.4 Nominations from the floor of an Annual General Meeting are not permitted. Nominations shall be brought forward through the Nomination Committee.

43. Election of Directors

43.1 Directors shall be elected at an Annual General Meeting.

43.2 The elections of Directors from the nominations presented by the Nomination Committee will normally be with a show of hands, as each nominee's name if called, with a simple majority winning a seat on the Board of Directors. Only in the event of a tie, shall the Chairperson vote.

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43.3 Newly appointed or elected Directors shall attend the first meeting without notice which shall be held immediately following the AGM. At this meeting, by election or appointment, in accordance to these Bylaws, the Officers positions of President, Vice-President, Secretary and Treasurer will be approved. All Officers must be Directors.

43.4 The Board may, in its discretion, elect two (2) Directors to share the responsibilities of a particular Officer position.

43.5 The Directors may, by resolution, remove an Officer. Should an Officer for any reason be unable to complete their term, the Board will remove such Officer from his or her office and will appoint a replacement without delay.

44. **Directors Terms of Appointment**

44.1 Directors, upon nomination and election at the Annual General Meeting, may serve for three (3) consecutive terms each of two-years in duration. After three consecutive terms, a Director may not be re-elected or re-appointed for one (1) year, unless, the requirement to maintain quorum is present.

44.2 Directors may not be re-elected or re-appointed in the same position for (1) year following the expiry of their term they held as a Director in the Society unless, the requirement to maintain quorum is present, an Officer then shall remain active in their Officer.

44.3 An election may be by acclamation otherwise voting shall be by either ballot or show of hands.

Part 7 – Committees of the Board of Directors

45 **Appointment of Committees**

45.1 The Board of Directors may delegate any, but not all, of their powers to sub-committees of the Board of Directors. A committee must conform to any rules, policies and duties prescribed by the Board of Directors, report to the Board of Directors at each Board meeting and submit a final committee report to the Board of Directors, at which point it may be dissolved as the Board sees fit.

46. **Composition of Committees**

46.1 A committee may include Ex-officio members but will elect a Chairperson for their meetings and if the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors shall elect one of their numbers to be the Chairperson of the meeting.

46.2 The Chairperson of the Committee shall not vote except in instance of a tie when they will cast the deciding vote.

46.3 All committees, regardless of their nature, can be extended in length of term or dissolved by the Board of Directors at the Board of Directors meeting, as the need arises and as the Board of Directors deems fit.

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46.4 Subject to directions of the Board of Directors, the committee shall determine its own procedures. The members of the committee may meet and adjourn, as they require.

Part 8 – Execution of Instruments

47. Seal

47.1 The Directors may provide and use at any time a common seal for the Society and they shall have the power to affix the seal according the organisation's polices and rules pertain to usage of such a seal.

Part 9 – Borrowing

48. Responsibility

48.1 In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner they decide.

49. Issuance of Debentures

49.1 No debenture will be issued without the authorization of a Special Resolution.

50. Restrictions on Borrowing Powers

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

Part 10 – Auditor

51. Requirement

51.1 The Society is not required to be audited. However, the Society will conduct an audit or review of its annual financial statements if:

- (a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
- (b) the voting Members require the appointment of an Auditor by Ordinary Resolution,

51.2 In which case the Society will appoint an external Auditor with the qualifications described in section 42 of the *Society Act* and will comply with the relevant provisions of the *Society Act* and this Part.

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52. Appointment of Auditor at Annual General Meeting

52.1 If the Society wishes to appoint an Auditor at or after its first Annual General Meeting, that Auditor will be appointed and remain in until reappointment or should the Society elect by vote a new Auditor in accordance with the procedures set out in the *Society Act* or until the Society deems it no longer necessary to acquire the services of an Auditor.

53. Vacancy in Auditor

53.1 The Board will fill any vacancy occurring in the office of Auditor and an Auditor so appointed will hold office until the next annual general meeting.

54. Removal of Auditor

54.1 An Auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the *Society Act*.

55. Notice of Appointment

55.1 An Auditor will be promptly informed in writing of their appointment or removal.

56. Restrictions on Appointment

56.1 No Director or employee of the Society will act as Auditor.

57. Attendance at Annual General Meetings

57.1 The Auditor may attend general meetings and will be required upon request to attend the Society's Annual General Meeting.

Part 11 - Constitution and Bylaws

58. Entitlement of Members to copy of Constitution and Bylaws

58.1 On being admitted to membership, each Member is entitled to, and upon request the Board will provide a copy of the Constitutions and Bylaws of the Society and make available an electronic copy of Roberts Rules of Order.

59. Special Resolution required to Alter or Add to Bylaws

59.1 These Bylaws will not be altered or added to except by Special Resolution submitted in writing, to the President and the Autism Support Network Society office, sixty (60) days prior to the Annual General Meeting. Proposed amendments to the Bylaws must be submitted in writing to the voting delegates and received by them not less than fourteen (14) days prior to the Annual General Meeting.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION ON _____, 2016

_____ President.

_____ Vice-President