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KERRY TAYLOR

# FINAL - REVISED BYLAWS OF THE CONTEMPLATIVE SOCIE APPROVED IN A SPECIAL RESOLUTION OF MEMBERS ON NOVEMBER 20, 2025

**Bylaws of** *The Contemplative Society* **(the "Society")**

## PART 1 – DEFINITIONS AND INTERPRETATION

### Definitions

**1.1** In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"Board"** means the directors of the Society;

**"Bylaws"** means these Bylaws as altered from time to time;

**"Honourary Member"** means the individual referred to in section 2.11;

**"individual"** does not include a corporation, society, firm or association;

**"member"** includes an individual admitted as

(a) an Honourary Member under section 2.11, and

(b) a sustaining member under sections 2.1 and 2.2;

**"Regulations"** means the Societies Regulations of the Societies Act of British Columbia as amended from time to time.

**"Society"** means The Contemplative Society (Inc. No. S-37220).

### Definitions in Act apply

**1.2** The definitions in the Act apply to these Bylaws.

### Conflict with Act or regulations

**1.3** If there is a conflict between these Bylaws and the Act or the Regulations under the Act, the Act or the Regulations, as the case may be, prevail.

### Singular or gender usage

**1.4** If the singular or feminine form is used in these bylaws it will be construed as the plural or masculine or neuter form, as the case may be, and vice versa where the context or parties so require.

**Purposes**

**1.5** The purposes of the Society will be carried out on an exclusively charitable basis. This provision was previously unalterable.

**1.6** The purpose of the society shall be carried out without purpose of gain for its members, and any profits or other accretions to the society shall be used for promoting its purpose. This provision was previously unalterable.

## PART 2 – MEMBERS

**Application for membership**

**2.1** Any individual who has a desire to explore the heart and practice of the Christian contemplative Wisdom tradition is welcome to be a sustaining member and may apply to the Board for membership in the Society.

**2.2** If an individual's application under section 2.1 is approved by the Society's Board, that individual is admitted as a sustaining member of the Society on the payment of, if any, membership dues.

**Membership is Non-Transferrable**

**2.3** Membership is not transferable to any other party.

**Membership Dues and Term**

**2.4** Membership dues, if any, are determined by the Society's Board.

**2.5** A sustaining membership in the Society is valid for a 12-month period, with the determination of whether a 12-month period is calculated over a calendar year period or fiscal year period left to the determination of the Board.

**Duties of members**

**2.6** Every member must uphold the constitution of the Society, must comply with these Bylaws, and must comply with policies and procedures as adopted by the Society's Board.

**Member not in good standing**

**2.7** A sustaining member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the sustaining member is not in good standing for so long as those dues remain unpaid.

**Member not in good standing may not vote**

**2.8** A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

**When a person ceases to be a member of the Society**

**2.9** A person ceases to be a member of the society:

(a) when the term of their membership expires;

(b) by delivering her or his resignation in writing, as sent via email or regular mail to the official e-mail or regular mail address of the Society and as addressed to the Executor Director and/or Administrator of the Society, whichever of these roles is currently filled in the Society, and if any of these roles are not filled in the Society then by addressing the resignation in writing to the Society's Secretary;

(c) on her or his death;

(d) on being expelled.

**When a member may be disciplined, suspended, or expelled**

**2.10** Despite section 2.9, the Board may discipline, suspend or expel a member if the member:

(a) violates any provision of;

(i) these Bylaws, or

(ii) the policies of the Society; or

(iii) carries out any conduct which, in the Board's sole discretion, is deemed to be detrimental to the Society.

(b) before a member of the Society is disciplined, suspended, or expelled, the Society must send to the member in question a written notice of the proposed discipline, suspension or expulsion, with the written notice to be sent by the Society through electronic means via e-mail or sent by regular mail, and that includes the reason(s) for the proposed discipline, suspension, or expulsion and gives the member a reasonable opportunity of 21-days in time, from date that the notice was e-mailed or regular mailed, for the member to make representations to the Society respecting the proposed

discipline, suspension, or expulsion. The Board's final decision under section 2.10 is final and binding on the member without right of appeal.

**Honourary Members**

**2.11** The Board may appoint an individual as an Honourary Member and that individual

(a) is a member for a term period as set by the Board for an individual's Honourary Membership;

(b) is exempt from the payment of membership dues;

(c) may not vote at a general meeting, unless they choose to simultaneously maintain a regular sustaining membership in the Society; and

(d) is not deemed to be a voting member for the purpose of consenting to a resolution of the voting members at a general meeting, unless they choose to simultaneously maintain a regular sustaining membership in the Society.

## PART 3 – GENERAL MEETINGS OF MEMBERS

**Time and means of general meeting**

**3.1** The Board may deliver notice of a general meeting to members by email in accordance with subsections 77(1) and 77(2) of the Act.

**3.2** At its sole discretion, the Board may direct that a general meeting be held in a physical place, or be held as a solely electronic meeting via the Internet, or be held in a hybrid format that includes a partially electronic meeting via the Internet and a partially in-person meeting, or be a meeting held by telephone.

**3.3** At a general meeting held electronically via the Internet or held partially electronically via the Internet or held over the telephone, the Chair may preside from any location.

**3.4** Members participating in and entitled to vote at a general meeting who are connected by electronic means via the Internet or telephone must be able to:

(a) be heard by the other members participating in person or by electronic means via the Internet or by telephone;

(b) if recognized by the Chair, speak at the meeting;

(c) vote in real time when called upon by the Chair to do so; and

(d) if necessary, vote by secret ballot under section 3.23.

**3.5** A technical failure that prevents a member from participating in or voting at a general meeting by electronic means via Internet or telephone does not invalidate anything done at the general meeting.

**Order of business at general meeting**

**3.6** At a general meeting, the order of business is as follows:

(a) if necessary, elect or appoint a Chair;

(b) determine that there is a quorum;

(c) adoption of rules of order;

(d) approve the agenda;

(e) approve the minutes from the last general meeting;

(e) deal with unfinished business from the last general meeting;

(f) if the meeting is an annual general meeting

(i) receive the directors' report on the financial statements of the Society for the previous financial year and the auditor's report, if any, on those statements,

(ii) receive other reports of directors' activities and decisions since the previous annual general meeting, including that of an executive director and/or administrator if one of these roles is present in the Society, and have members approve those activities and decisions not requiring the passing of a special resolution;

(iii) election or appointment of directors;

(iv) appointment of an auditor, if necessary;

(v) deal with special business, if any, about which notice was given to the members in the notice of the meeting;

(g) if accepted by the members attending the meeting, deal with new business; and

(h) terminate the meeting.

**Ordinary business**

**3.7** At a general meeting, the following is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the Society presented to the meeting;

(c) consideration of the reports, if any, of the directors or auditor, including that of an executive director and/or administrator if one of these roles is present in the Society;

(d) election or appointment of directors;

(e) appointment of an auditor, if any;

(f) business arising out of a report of the directors, and out of a report of the executive director and/or administrator if one of these roles is present in the Society, that is not requiring the passing of a special resolution.

**Notice of special business**

**3.8** A notice of a general meeting must state the nature of any special business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

**Chair of general meeting**

**3.9** The following individual is entitled to preside as the Chair of a general meeting:

(a) the individual, if any, appointed by the Board to preside as the Chair;

(b) if the Board has not appointed an individual to preside as the Chair or the individual appointed by the Board is unable to preside as the Chair,

(i) the president,

(ii) the vice-president, if the president is unable to preside as the Chair, or

(iii) one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the Chair.

**Alternate Chair of general meeting**

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

**Quorum required**

**3.11** Business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

**One vote per member**

**3.12** Each member participating in and entitled to vote at any meeting of members has only one vote at any meeting of members.

**Quorum for general meetings**

**3.13** The quorum for the transaction of business at a general meeting is 5 voting members.

**Lack of quorum at commencement of general meeting**

**3.14** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

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

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place.

**3.15** If, at a meeting that is adjourned under subsection 3.14(b), a quorum is not present within 15 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

**If quorum ceases to be present**

**3.16** 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 in attendance or until the meeting is adjourned or terminated.

**Adjournments by chair**

**3.17** The Chair of a general meeting

(a) may, or,

(b) if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

**Notice of continuation of adjourned general meeting**

**3.18** Unless a general meeting is adjourned for 30 days or more, members do not need to be notified of:

(a) a continuation of an adjourned general meeting; or

(b) the business to be transacted at a continuation of an adjourned general meeting.

**General procedure at a general meeting**

**3.19** All resolutions proposed at a general meeting require a mover and seconder.

**3.20** The Chair of a general or special meeting may move or second a resolution.

**Methods of voting**

**3.21** Subject to sections 3.22 and 3.23, at a general meeting, voting must be by:

(a) a show of hands;

(b) an oral vote; or

(c) another method that adequately discloses the intention of the voting members.

**Secret Ballot**

**3.22** If, before or after a vote under section 3.21:

(a) two or more voting members request a secret ballot; or

(b) a secret ballot is directed by the Chair;

Then voting must be held by secret ballot.

**3.23** If a secret ballot is requested in an electronic meeting held via the Internet or in a hybrid format that includes a partially electronic meeting via the Internet and a partially in-person meeting or by telephone, the secret ballot will be held by an online polling platform or survey platform that instantly calculates a voting result for viewing by members.

**3.24** In case of an equality of votes at a general meeting of members, the Chair will not have a second or deciding vote and the proposed resolution will not pass.

**Announcement of result**

**3.25** The Chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

**Proxy voting not permitted**

**3.26** Voting by proxy is not permitted.

**Matters decided at general meeting by ordinary resolution unless a special resolution is required**

**3.27** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution.

**Requisition of general meeting**

**3.28** As per Section 75 of the Act, voting members of the Society may requisition a general meeting of the Society.

**Members' proposals**

**3.29** As per Section 81 of the Act, voting members of the Society may send to the Society a notice of a matter that the members intend to have considered at an annual general meeting.

## PART 4 – DIRECTORS

**Number of directors on the Board**

**4.1** The Society must have no fewer than 3 and no more than 11 directors on its Board.

**4.2** Despite section 4.1,

(a) the immediate past-president is an ex officio and non-voting member of the Board for a term and period of not more than one year.

**Election or appointment of directors**

**4.3** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

**Directors may fill casual vacancy on Board**

**4.4** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director’s term of office.

**Term of appointment of director filling casual vacancy**

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

## PART 5 – DIRECTORS' MEETINGS

### Calling directors' meeting

**5.1** A directors' meeting may be called by the president or by any 2 other directors.

### Notice of directors' meeting

**5.2** At least 6 days' notice of a directors' meeting must be given to directors and ex-officio directors unless all the directors agree to a shorter notice period. No other person is entitled to receive a notice of a directors meeting.

### Proceedings valid despite omission to give notice

**5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### Means of director meetings

**5.4** A directors' meeting may be held in a physical place, or be held as a solely electronic meeting via the Internet, or be held in a hybrid format that includes a partially electronic meeting via the Internet and a partially in-person meeting, or by telephone.

**5.5** Directors participating in and entitled to vote at a directors meeting who are connected by electronic means via the Internet or telephone must be able to:

(a) be heard by the other directors' participating in person or by electronic means via the Internet or by telephone;

(b) if recognized by the Chair, speak at the meeting;

(c) vote in real time when called upon by the Chair to do so; and

(d) subject to sections 5.8, 5.9, 5.10, 5.11, 5.12, and 5.13, if a secret ballot is permitted by directors, then as related to this Section 5.5. and directors participating in and entitled to vote at a directors meeting who are connected by electronic means via the Internet or telephone, a secret ballot will then be held by an online polling platform or survey platform that instantly calculates a voting result for viewing by directors.

**5.6** A technical failure that prevents a director from participating in or voting at a directors meeting by electronic means via Internet or telephone does not invalidate anything done at the directors meeting.

**5.7** A resolution in writing using the electronic means of e-mail, that is agreed to by all Society directors eligible to vote, is as valid and effective as if passed at a directors meeting and is to be included in the minutes of the Society.

**Conduct and rules of procedures of directors' meetings**

**5.8** Subject to sections 5.9, 5.10, 5.11, and 5.12, the directors may regulate their meetings and proceedings as they think fit.

**5.9** All resolutions proposed at a meeting of directors need a mover and seconder.

**5.10** The Chair of a directors meeting may move or second a resolution.

**5.11** In case of equality of votes the Chair of a directors meeting will have a second or deciding vote.

**5.12** The conduct and rules of procedure for the Society's directors at their meetings and proceedings will align with the values reflective of the Christian Wisdom tradition, and will officially be those that the Society's directors have formally adopted in a set of Governance Policies that the directors are required to establish to regulate their meetings and proceedings.

**Quorum of directors**

**5.13** The quorum for the transaction of business at a directors' meeting is three of the directors.

**Required attendance of directors**

**5.14** The directors may remove a director from office if the director does not attend three directors' meetings at any time in the preceding 12 months.

**Committees of directors**

**5.15** Subject to sections 5.16, 5.17, 5.18, 5.19, and 5.20, the directors are permitted to create or disband committees consisting of directors and/or members and may delegate any, but not all, of their duties to such committees.

**5.16** A committee of directors, in the exercise of the duties delegated to it, will conform to any rules imposed on it by directors including on matters as related to the selection of the committee chair.

**5.17** All resolutions proposed at a meeting of a committee of directors need a mover and seconder.

**5.18** The Chair of a meeting of a committee of directors may move or second a resolution.

**5.19** In case of equality of votes the Chair of a committee of directors will have a second or deciding vote.

**5.20** A resolution in writing using the electronic means of e-mail, that is agreed to by all members eligible to vote on a committee of directors, is as valid and effective as if passed at a committee of directors meeting and will be included in the minutes of the committee.

## PART 6 – BOARD POSITIONS

### Election or appointment to Board positions

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

(a) president;

(b) vice-president;

(c) secretary;

(d) treasurer.

**6.2** No director may be elected or appointed as president unless the director has served as a director over the previous 12 months.

**6.3** Other than the president and past-president, a director elected or appointed under section 6.1 may hold more than one position.

### Directors at large

**6.4** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### Role of president

**6.5** The president is the Chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### Role of vice-president

**6.6** If the president is unable to act under section 6.5, the vice-president is responsible for carrying out the duties of the president.

### Role of secretary

**6.7** The secretary is responsible for doing, or making the necessary arrangements for, the following:

(a) issuing notices of general meetings and directors' meetings;

(b) taking minutes of general meetings and directors' meetings;

(c) keeping the records of the Society in accordance with the Act;

(d) conducting the correspondence of the Board;

(e) filing the annual report of the Society and making any other filings with the registrar under the Act.

**Absence of secretary from meeting**

**6.8** If the secretary is unable to act under section 6.7, the secretary must arrange for another director to take on the secretary's duties.

**Role of treasurer**

**6.9** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

(a) receiving and banking monies collected from the members or other sources;

(b) keeping accounting records in respect of the Society's financial transactions;

(c) preparing the Society's financial statements;

(d) making the Society's filings respecting taxes.

**Role of past-president**

**6.10** The past-president serves in an ex-officio and non-voting capacity, to provide a period of continuity in the institutional memory of the Society.

## PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

**Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, however, the Society may reimburse a director for reasonable expenses incurred by the director in performing her or his duties as a director and may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

**Signing authority**

**7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society by any two of the treasurer, president, vice-president, secretary, or executive director and/or administrator of the Society.

## PART 8 - FINANCE

**8.1** The Society may not

(a) borrow money;

(b) issue bonds;

(c) lend money on behalf of the Society;

(d) issue debt obligations for any liability or obligation of the Society or any other person; or

(e) mortgage, charge or give other security on the undertaking or on the whole or any part of the property and assets of the Society.

## PART 9 – AMALAGATION OR DISSOLUTION OF THE SOCIETY

**9.1** The directors of the Society will adhere to Part 7-Corporate Reorganizations-Division 1-Amalgamation of the Act, if, at any time the Society's directors choose to amalgamate with another Society.

**9.2** On the winding up or dissolution of the Society, funds or assets remaining after all debts have been paid shall be transferable to a charitable institution with purposes similar to those of the Society, or, if this cannot be done, to another charitable institution recognized by the Canada Revenue Agency as qualified under the provisions of the Income Tax Act of Canada. This provision was previously unalterable.