



WSÁNEĆ LEADERSHIP COUNCIL SOCIETY

BYLAWS

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WSÁNEĆ LEADERSHIP COUNCIL SOCIETY

(THE “SOCIETY”)

BYLAWS

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws:

- (a) “Board”, “Board of Directors”, “Directors” means the Directors of the Society for the time being;
- (b) “Bylaws” means the bylaws of the Society from time to time in force;
- (c) “Electronic Transmission” includes e-mail;
- (d) “Society” means WSÁNEĆ Leadership Council Society;
- (e) “*Societies Act*” means the *Societies Act*, S.B.C. 2015, c. 18, as enacted or amended from time to time and every statute that may be substituted for that act and the regulations made pursuant to that act;
- (f) “special resolution” means a resolution passed by at least two-thirds of the votes cast in respect of the resolution.

1.2 Meaning in *Societies Act*

All words or expressions in these Bylaws which are defined in the *Societies Act* on the date these Bylaws became effective have the meaning given to them in the *Societies Act*.

1.3 Language

Words importing the singular include the plural and vice versa; words importing a male person include a female person and a firm, body corporate or other association and vice versa.

1.4 Interpretation

The rules of construction contained in the *Interpretation Act* (BC) apply, with all necessary changes, to the interpretation of these Bylaws.

2. MEMBERSHIP

2.1 Members

The following W̱SÁNEĆ bands (each a “W̱SÁNEĆ Band”) may apply for membership of the Society:

- (a) Tsartlip First Nation
- (b) Tsawout First Nation;
- (c) Tseycum First Nation; and
- (d) Pauquachin First Nation.

2.2 Application for membership

A W̱SÁNEĆ Band who declares an interest in supporting the purposes of the Society or who has contributed to meeting the goals and objectives of the Society may apply to become a member by delivering to the Society an application in a standard form approved by the Directors duly completed and signed by the applicant and by paying the appropriate membership fee prescribed pursuant to these Bylaws.

2.3 Applications made to the Society

If an application for membership is made to the Society, then the Directors must consider that application for membership and may, in their absolute discretion and without giving reasons, accept or reject any application for membership, and where an application for membership is rejected, the Society must return any membership fee paid by the applicant. Where an application for membership is accepted by the Directors, the applicant will be admitted as a member of the Society as of the date of such acceptance or as of such other date as the Directors determine.

2.4 Rights of membership

A member in good standing has the right to vote on the election of Directors and to receive notice of, to attend and to act and vote at all general meetings of the Society.

2.5 Good standing

All members are in good standing except a member who has failed to pay in full, when due, any fees or assessments duly prescribed pursuant to these Bylaws and that member is not in good standing so long as the fees and assessments remain unpaid.

2.6 Obligations of membership

Every member of the Society is from the date of acceptance of the application for membership bound by and must abide by:

- (a) the constitution of the Society and these Bylaws;

- (b) all resolutions passed and all lawful rules and regulations made by the Directors;
- (c) all policy directives published by the Directors to members of the Society in regard to the achievement of its purposes.

2.7 Fees and assessments

The Directors may from time to time determine the fees and assessments, if any, payable by the members.

2.8 Termination of membership

The interest of a member in the Society is not transferable and ceases:

- (a) when the member withdraws under Subsection 2.9; or
- (b) when the member has not been in good standing for six consecutive months.

2.9 Withdrawal of member

A member may withdraw from membership by giving written notice of resignation to the Society, and the resignation will be effective upon receipt of the notice by the Society.

2.10 Continued liability of member

A member who:

- (a) has withdrawn from membership in the Society; or
- (b) has had his membership in the Society terminated in any other way in accordance with these Bylaws;

remains liable for payment of all fees and assessments payable by that member before the withdrawal, expulsion or termination becoming effective.

3. GENERAL MEETINGS

3.1 Annual general meeting

Subject to compliance with the *Societies Act*, the Directors must call an annual general meeting to be held at such time and place as the Directors may decide.

3.2 Business of annual general meetings

At an annual general meeting, the following business is not special business and no notice of this business is required:

- (a) business relating to the conduct of or voting at the meeting;

- (b) election or appointment of directors;
- (c) consideration of the reports of the Directors and auditors;
- (d) consideration of the financial statements for the financial year just ended.

3.3 Extraordinary general meetings

An extraordinary general meeting of the Society is a general meeting of the members of the Society other than the annual general meeting. The Board of Directors may call an extraordinary general meeting of the Society at any time.

3.4 Notice

A written notice stating the day, hour and place of every general meeting and the general nature of any special business to be transacted must be given to each member entitled to receive notice of the meeting and to the auditor of the Society, if any, in the manner specified in Section 10 not less than 7 days (exclusive of the day of giving the notice and of the day for which notice is given) before the date of the meeting and not more than 60 days before the meeting.

3.5 Omission of notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member does not invalidate any resolution passed or any proceeding taken at that meeting.

3.6 Rules of order

Rules of order at all meetings of members must be those set out in the latest edition of Robert's Rules of Order at the time of such meeting to the extent that such rules of order are not inconsistent with the *Societies Act* or these Bylaws. The Board may adopt such additional rules for the conduct of meetings based on WSÁNEC traditional practices and values, to ensure a constructive forum for dialogue and an open and respectful process for dealing with differences.

3.7 Presiding officer

The Chair of the Board is entitled to preside at all meetings of the members and of the Directors of the Society, or where the Chair of the Board is not present within 15 minutes after the time appointed for the holding of any meeting or, if present, is unable or unwilling to preside at the meeting, the members present must choose one of the Directors present to preside at the meeting.

3.8 Voting at general meetings

Each member of the Society present at a general meeting in person has one vote on each resolution put to a vote at any general meeting of the Society.

3.9 Decision by majority

At all general meetings of the Society all questions must be decided by a majority of the votes cast by the members present at the meeting in person unless otherwise specifically provided for by the *Societies Act* or by the Bylaws.

3.10 Voting by presiding officer

Notwithstanding Subsection 3.9, in the case of an equality of votes at any general meeting of the Society, the presiding officer is entitled to a deciding vote.

3.11 Decision of meeting

At any meeting, unless a poll is demanded, a declaration by the presiding officer that a resolution has been carried or carried unanimously or by a particular majority or lost, or not carried by a particular majority is conclusive evidence of that fact.

3.12 Show of hands

All voting must be by a show of hands unless the presiding officer directs, or any member requests, a poll vote.

3.13 Poll

Any member may demand a poll, either before or after any vote by show of hands.

3.14 Polls taken without adjournment

If at any meeting a poll is demanded on the election of a presiding officer or on the question of adjournment, it must be taken forthwith without adjournment.

3.15 Other polls

If at any meeting a poll is demanded on any other question, the vote will be taken by ballot in the manner and either at once, later in the meeting, or after adjournment, as the presiding officer directs.

3.16 Result of poll

The result of a poll will be deemed to be the resolution of the meeting at which the poll was demanded.

3.17 Withdrawal of demand

A demand for a poll may be withdrawn.

3.18 Quorum at general meetings

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

3.19 Persons entitled to attend general meetings

In addition to those persons who are entitled to vote at a general meeting, the only other persons entitled to be present at the meeting are:

- (a) the Chief and one councillor of a WSÁNEĆ Band who is a member of the Society, in such WSÁNEĆ Band's sole discretion;
- (b) the Directors;
- (c) the president (if any);
- (d) the secretary (if any);
- (e) any lawyer for the Society;
- (f) any auditor of the Society; and
- (g) any persons invited to be present at the meeting by the Directors or by the Chair of the meeting and any persons entitled or required under the Societies Act or these Bylaws to be present at the meeting;

but if any of such persons listed above does attend the meeting, that person is not to be counted in the quorum and is not entitled to vote at the meeting unless that person is a member or proxy holder entitled to vote at the meeting.

3.20 Lack of quorum at commencement of meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:

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

3.21 If quorum ceases to be present

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

3.22 Business at adjourned meeting

Any business may be transacted at an adjourned meeting as might have been transacted at the meeting which was adjourned.

3.23 Notice of adjourned meeting

No notice is required of the date of a meeting adjourned for less than 10 days.

3.24 Notice of meeting adjourned for ten days

A written notice must be given to each member of a meeting adjourned for 10 days or more.

3.25 Order of business at general meeting

The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (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 any other reports of Directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint Directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

- (h) terminate the meeting.

3.26 Proxy Voting

Voting by proxy is permitted.

3.27 Matters decided at general meeting by ordinary resolution

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

4. REQUISITIONED MEETINGS

4.1 Call of general meeting after requisition

If 10% or more of the members of the Society (in this section called the “**Requisitionists**”) deliver to the Society a requisition which complies with Subsection 4.2, the Directors must convene a general meeting of the Society without delay.

4.2 Contents of requisition

The requisition must state the purpose of the general meeting, be signed by all the Requisitionists and be delivered or sent by registered mail to the address of the Society, and may consist of several documents in similar form each signed by one or more Requisitionists.

4.3 Failure to call meeting

If, within 21 days after the date of the delivery of the requisition, the Directors do not convene a general meeting, the Requisitionists, or a majority of them, may themselves convene a general meeting to be held within 60 days of the expiry of the 21-day period after the date of the delivery of the requisition.

4.4 Procedure at general meeting

A general meeting convened by the Requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Directors.

4.5 Reimbursement of expenses

If the Society becomes a reporting society, then unless the members otherwise resolve at a general meeting called by the Requisitionists:

- (a) the Society must reimburse the Requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding the meeting; and
- (b) each Director, who was in default in not calling the meeting as the Directors were required to do under Subsection 4.1, must pay the Society their pro rata share of the amount paid by the Society to reimburse the Requisitionists under Paragraph (a).

5. DIRECTORS

5.1 Duties and powers

The Directors must manage the activities and the affairs of the Society and may exercise all the powers of the Society.

5.2 Composition of the Board

The Board of Directors of the Society may consist of up to five (5) Directors which shall be selected as follows:

- (a) Each WSÁNEĆ Band set out in section 2.1 who is a member of the Society will be entitled to appoint one nominee; and
- (b) The Directors will be entitled to appoint one nominee.

5.3 Election or appointment of Directors

At each annual general meeting, the members entitled to vote for the election or appointment of Directors must elect or appoint the Board, subject to section 5.5.

5.4 Qualification

A person must be a member of the Society to become or act as a Director of the Society, and no person is qualified to become or act as a Director of the Society who is under the age of 19 years or is an employee of the Society.

5.5 Term of office

A Director elected:

- (a) pursuant to Section 5.2(a) shall hold office for a term of three years, ending at the earlier of the conclusion of the annual general meeting in the third year following his or her election or until he or she ceases to hold office pursuant to Subsection 5.6; and
- (b) pursuant to Section 5.2(b) shall hold office for a term of one year, ending at the earlier of the conclusion of the annual general meeting in the first year following his or her election or until he or she ceases to hold office pursuant to Subsection 5.6.

5.6 Vacation of office

A Director ceases to hold office:

- (a) when that Director dies or resigns in accordance with Subsection 5.10;

- (b) unless excused by the Board, if that Director does not attend (in person, by telephone or other communications facilities) two consecutive meetings of the Board;
- (c) if that Director is not qualified under Subsection 5.4;
- (d) if that Director is removed from such office in accordance with Subsection 5.10.

5.7 Casual vacancies

If for any reason a Director resigns from the Board, or otherwise is required to cease acting as a Director, his or her replacement shall be nominated by the same nominee that had the right to nominate such Director in accordance with Subsection 5.2.

5.8 Term of appointed Director

The term of office of a Director appointed by the Directors under Subsection 5.7 shall be for the balance of the term of office of the Director whose vacancy in the Board they were appointed to fill.

5.9 Remuneration and expenses

The Society may not pay any remuneration or profit, directly or indirectly, to any Director for services as a Director, but the Society may defray any expenses incurred by a Director on behalf of the Society with the approval of the Directors.

5.10 Resignation and removal

A Director may at any time resign by notice in writing delivered to the secretary and may be removed before the expiry of his term of office by special resolution of the members.

5.11 Meetings

The Directors must hold meetings on the number of occasions and at such time and upon such notice, if any, as the Directors may by resolution determine, and the Directors may make such rules and regulations for the conduct of their business as they think fit, provided that such rules and regulations are not inconsistent with the constitution of the Society and these Bylaws.

5.12 Voting

Questions arising at any meeting of the Directors will be decided by a majority of votes and the presiding officer may not vote on any motion or resolution except in the case of an equality of votes at any meeting of the Directors, when the presiding officer is entitled to a deciding vote, subject to Subsection 5.13.

5.13 Special Majority

Notwithstanding Subsection 5.12, in any case involving an agreement with a federal, provincial and local government respecting compensation for past or ongoing infringements of Douglas

Treaty rights or Aboriginal rights and title, any decision shall require unanimous support from those Directors appointed by the W̱SÁNEĆ Bands that would be subject to the agreement.

5.14 Quorum

The quorum necessary for the transaction of business of the Board of Directors is a simple majority of the Board of Directors.

5.15 Calling of Directors' meeting

Meetings of the Directors may be called by the Chair of the Board of the Society or under the written direction of any three Directors, and no formal notice of any meeting of the Directors is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence. No notice is required for any meeting held immediately following an annual general meeting for the purpose of appointing officers of the Society and members of committees for the period until the next annual general meeting.

5.16 Meetings by telephone

One or more Directors may participate in a meeting of the Board or of any committee of the Directors by telephone or other communications facilities if all Directors participating in the meeting are able to communicate with each other.

5.17 Presence and quorum at telephone meetings

A Director participating in a meeting in accordance with Subsection 5.15 will be deemed to be present at the meeting and will be counted in the quorum for that meeting and be entitled to speak and vote at that meeting.

5.18 Persons entitled to attend Board meetings

In addition to those persons who are entitled to attend and vote at a meeting of the Board, the only other persons entitled to be present at the meeting are the Elders and Youth representatives of each W̱SÁNEĆ Band pursuant to Section 7.

5.19 Consent resolution

A resolution in writing signed by all of the Directors is as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

6. OFFICERS

6.1 Elected officers

The Directors must elect amongst themselves the Chair of the Board. The Directors must elect a Treasurer and a Secretary, and such officers need not be a Director. One person may hold more than one position as an officer of the Society.

6.2 Term of elected officers

Subject to removal from office by the Board of Directors at any time with or without cause and with or without notice:

- (a) the Chair elected under Subsection 6.1 will hold office for a three-year term;
- (b) the Treasurer elected under Subsection 6.1 will hold office for a two-year term; and
- (c) the Secretary elected under Subsection 6.1 will hold office for a two-year term.

6.3 Other officers

The Directors may from time to time appoint such other officers and agents and authorize the employment of such other persons as may be necessary to carry out the objects of the Society and such officers, agents and employees will have such authority and perform such duties as are determined by the Directors.

6.4 Duties of Chair of the Board

The Chair of the Board will provide leadership to the Society and is responsible for working closely with all Officers to carry out the directions of the Board. The Chair of the Board may preside at all meetings of Directors.

6.5 Duties of Treasurer

The treasurer is responsible to:

- (a) keep such financial records, including books of account, as are necessary to comply with the *Societies Act*, and
- (b) render financial statements to the Directors, members and others when required.

6.6 Duties of Secretary

The secretary is responsible to:

- (a) conduct the correspondence of the Society;
- (b) issue notice of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) maintain a register of members.

6.7 Absence of secretary from meeting

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

6.8 Duties of other officers

The authority and duties of other officers, agents and employees will be as determined from time to time by the Directors.

7. ELDERS AND YOUTH REPRESENTATIVES

7.1 Term of Representatives

Each WSÁNEĆ Band who is a member of the Society may, in its sole discretion, appoint one Elder and one Youth representative, each for a two-year term, who may advise the Board on any matter related to the Society's purposes where so requested by the Directors.

8. GENERAL COMMITTEES

8.1 Appointment of committees

The Directors may by resolution appoint:

- (a) committees consisting of such number of members of their body as they think fit and may delegate to such committee, between meetings of the Board of Directors, any powers of the Directors (except the power to change the membership of, or fill vacancies in, any such committee and except the power to appoint or remove officers appointed by the Board) subject to such limitations as may be prescribed by the Directors;
- (b) such other committees chaired by a Director appointed by the Board of Directors and otherwise consisting of such members, who need not be members of the Board of Directors, or non-members of the Society, for such purposes as the Directors think fit, but the Directors may not delegate to any such committee any power of the Board of Directors.

8.2 Proceedings of committees

Any committee appointed pursuant to this Section may meet and adjourn as it thinks proper and may make rules for the conduct of their business and may appoint such assistants as they deem necessary, subject to the following rules:

- (a) a majority of the members of such a committee constitute a quorum;
- (b) questions arising at any meeting of the committee will be determined by majority of votes of the members of such committee present, and the presiding officer may not vote on any motion or resolution except in the case of an equality of votes at any general meeting, when the presiding officer is entitled to a deciding vote;
- (c) a resolution approved in writing by all the members of the committee will be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted.

8.3 Minutes

Every committee appointed pursuant to this Section must keep regular minutes of its transactions and meetings and must cause them to be recorded in books kept for that purpose, and must report on its transactions and meetings to the Directors at such time as the Directors may require.

8.4 Revocation of authority

The Directors may at any time revoke or override any authority given to or any act done by any committee appointed pursuant to these Bylaws.

9. FINANCIAL

9.1 Borrowing

Subject to Subsection 9.2, for the purposes of carrying out the objects of the Society, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular but without limiting the generality of the foregoing, the Directors may from time to time:

- (a) borrow money on the credit of the Society; and
- (b) issue, sell or pledge securities of the Society; and
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings, to secure any security or any money borrowed, or other debt, or any other obligation or liability of the Society.

9.2 Restriction of borrowing

The members may by special resolution restrict the borrowing powers of the Directors until the next annual general meeting.

9.3 Negotiation of loans

From time to time the Directors may authorize any Director, officer or employee of the Society or any other person to make arrangements concerning the money borrowed or to be borrowed pursuant to these Bylaws, the terms and conditions of any such loan and the securities to be given for such loan, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any money borrowed or remaining due by the Society as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Society.

9.4 Investment

The funds of the Society not required for immediate use may be kept on deposit in a chartered bank governed by the *Bank Act* (Canada) or a credit union or trust company licensed to carry on business under the laws of British Columbia or may be invested in securities in which trustees are for the time being authorized by law to invest.

9.5 Distributions

The Directors shall distribute any financial benefits or compensation from matters negotiated by the Society to the members of the Society, based on the following formula, or such other formula otherwise agreed to unanimously by the Directors:

- (a) One-half (1/2) of the benefits shall be divided equally among the WSÁNEĆ Bands who are members of the Society; and
- (b) One-half (1/2) of the benefits shall be divided among the WSÁNEĆ Bands who are members of the Society based on number of registered band members in the WSÁNEĆ Bands as at the date of the distribution.

10. NOTICES

10.1 Notice

Any notice to members or Directors under these Bylaws must be in writing and may be given by personal delivery, by mail or by Electronic Transmission addressed to the member or Director at the address of that member given in the register of members of the society or Director given in the register of Directors of the society, including the member's or Director's e-mail address. The inadvertent failure to give notice to any member of a meeting of the Society, including an annual general meeting, or any Director of Director's meeting of the Society does not invalidate the notice, the meeting, or any business of the meeting.

10.2 Time of receipt

If notice is delivered, it will be deemed to have been given at the time of transmission or delivery.

10.3 Time of receipt if mailed

If notice is mailed, it will be deemed to have been received 48 hours following the date of mailing of the notice.

10.4 Interruption of mail service

If there is an interruption in normal mail service due to strike, labour unrest or other cause at or before the time a notice is required to be given the notice will be posted on the website maintained by the Society. Any such notice will be deemed to have been given on the date of the posting of the notice on the website.

10.5 Deemed notice of general meetings

Notwithstanding any other provision in this Section 10, if the Society has more than 100 members, notice of a general meeting will be deemed to have been given if:

- (a) notice is sent to the every member who has provided an email address to the Society, by Electronic Transmission to that email address; and

- (b) notice of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.

10.6 Record date

For the purpose of determining which members are entitled to notice of, or to vote at, a general meeting, the record date is the 14th day before the date by which these Bylaws require that the notice of the meeting be given to the members.

11. MISCELLANEOUS

11.1 Financial year

The financial year of the Society will be the calendar year ending on March 31 in each year or such other period as the Directors decide from time to time.

11.2 Inspection of records

The records of the Society will be open to the inspection of the Directors. The following records of the Society will be open to the inspection of the members:

- (a) the Society's certificate of incorporation;
- (b) each certified copy, furnished to the Society by the Registrar of Companies of the Province of British Columbia, of the constitution of the Society, the Bylaws, and the statement of Directors and registered office of the Society;
- (c) each confirmation, other certificate or certified copy of a record furnished to the Society by the Registrar of Companies of the Province of British Columbia, other than in response to a request;
- (d) a copy of each order made in respect of the Society by any court or tribunal, or a federal, provincial or municipal government body, agency or official;
- (e) the Society's register of Directors;
- (f) each written consent to act as Director and each written resignation of a Director;
- (g) a copy of every record evidencing a disclosure by a Director or senior manager;
- (h) the Society's register of members;
- (i) members' minutes of meetings and written resolutions; and
- (j) the financial statements of the Society and the auditor's report, if any, on those financial statements.

The following records of the Society will be open to the inspection of members as determined at the discretion of the Board:

- (a) the Board and the Executive Committee's minutes of meetings and written resolutions; and
- (a) adequate accounting records.

11.3 Extent of right to inspect register of members

Notwithstanding Subsection 11.2, the Board may, by Directors' resolution, restrict the members' rights to inspect the Society's register of members if the Board is of the opinion that the inspection would be harmful to the Society or to the interests of one or more of its members.

12. CONFLICTS OF INTEREST

12.1 Disclosure of interest

A Director of the Society who is, directly or indirectly, interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his or her interest to each other Director.

12.2 Accountability

A Director referred to in Subsection 12.1 shall account to the Society for profit made as a consequence of the Society entering or performing the proposed contract or transaction:

- (a) unless
 - (i) he or she discloses his or her interest as required by Subsection 12.1;
 - (ii) after his or her disclosure the proposed contract or transaction is approved by the Directors; and
 - (iii) he or she abstains from voting on the approval of the proposed contract or transaction; or
- (b) unless
 - (i) the contract or transaction was reasonable and fair to the Society at the time it was entered into and
 - (ii) after full disclosure of the nature and extent of his or her interest in the contract or transaction it is approved by special resolution.

12.3 Quorum

A Director referred to in Subsection 12.1 shall not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.