

SOCIETIES ACT [SBC 2015] CHAPTER 18

BYLAWS OF

THE 9-10 CLUB SERVING SOUP TO THE HUNGRY

PART I - INTERPRETATION

1.1 Definitions

- (1) In these bylaws, unless the context otherwise requires:
- (a) “Annual Dues” mean the fees paid annually, special assessments and other amounts payable by Members of the Society in accordance with these bylaws;
 - (b) “Annual General Meeting” shall mean the Annual General Meeting of the Society;
 - (c) “Auditor” includes an individual, or a partnership of auditors carrying on the business of an auditor;
 - (d) “Board” means the Board of Directors of the Society operating as its governing body;
 - (e) “Bylaws” mean the rules and regulations established for the governance of the Society and which have been approved and adopted by its membership;
 - (f) “Committee” means a person or persons appointed from time to time by the Directors who meet to carry out specified duties;
 - (g) “Corporation” means a company, a body corporate, an incorporated (registered) association or a society, however and whenever incorporated, but does not include a municipality or a corporate sole;
 - (h) “Derelict” shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society or its agents engaged in Society business;
 - (i) “Director” means a member of the Board of Directors; for greater certainty, a Director may be elected, appointed or ex officio pursuant to these Bylaws but in all cases will be a member in good standing of the Society;
 - (j) “Directors” means the Board of Directors of the Society;
 - (k) “Majority” means the nearest whole number greater than 50%;
 - (l) “Majority vote” means a Majority of the actual votes cast by the Voting Members present during a conducted vote.

- (m) “Member” means a person who becomes and remains a member of the Society in accordance with these Bylaws; for greater certainty, a member may be a voting, a non-voting, or an honorary member, so long as the membership in the Society remains in good standing;
- (n) “Membership Register” means the official journal of information agreed to be held by the Society on each Member as identified by the Society Act, specifically: name, current address, and date upon which membership takes effect; and other information identified by the Board of Directors as found in these Bylaws, specifically: date application received, e-mail address, and date in which the membership ceases to be in effect.
- (o) “Notice” refers to any means, i.e., postal, electronic, other, by which members of the Society receive communications regarding the scheduling and/or announcing of meetings of the Society for which a formal notification is required, specifically Annual General Meetings, extraordinary general meetings.
- (p) “Officer” means an Officer of the Society, that being one of the President, Vice-President, Secretary, Treasurer or Secretary-Treasurer, pursuant to these Bylaws;
- (q) “Ordinary Resolution” refers to a resolution passed at a meeting where only a majority of the votes cast in person by those Members entitled to do so is required to pass, unless otherwise specified in these Bylaws;
- (r) “Registered Address” means the address of the member as last recorded in the Membership Register;
- (s) “Special Resolution” means a resolution passed by a majority of not less than three quarters (3/4) of those members entitled to vote and who are present at a meeting of the Society at which at least twenty-one (21) days’ notice specifying the intention to propose a resolution as a special resolution has been duly given;
- (t) “Society” means the 9-10 Club Serving Soup to the Hungry;
- (u) “Society Act” and “Act” mean the Society Act of British Columbia and all amendments to it;
- (v) “Voting Member” means a member of the Society, either individual or corporate, in good standing, who is entitled to vote; and

1.2 Number and Gender

- (1) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa, and either word includes a corporation.

ART II – MEMBERSHIP AND PARTICIPATION

2.1 Generally

- (1) Members of the Society are those persons or organizations who are Members in good standing when these bylaws become effective, and those persons or organizations who become Members of the Society in accordance with these bylaws and who, in either case, have not ceased to be Members in good standing.
- (2) A volunteer is an individual who is engaged in Society activities without being a Member. While declining membership in the Society, and all the rights and privileges that are associated with membership, volunteers agree:
 - (a) to uphold the spirit and intent of the Society's Constitution;
 - (b) to adhere to all applicable Bylaws and policies adopted by the Board that may find application to the activities in which the individual is engaged.

2.2 Acceptance of Membership

- (1) Any person over the age of nineteen (19) years may apply to the Directors for membership or membership renewal in the Society and shall become or be renewed as a Member, as the case may be, upon notification from the Secretary of his or her acceptance by the Directors.
- (2) Membership will take effect thirty (30) days following issuance of notification of the applicant's acceptance in written, electronic, or voice form.

2.3 Classes of Membership

- (1) The classes of Membership in the Society are:
 - (a) Voting Members – individuals or corporations who meet the criteria for a Voting Member and who are members in good standing and who are not employees of the Society, and as may be established from time to time by the Board pursuant to these Bylaws;
 - (b) Non-Voting Members – individuals or organization who meet the criteria for a Non-Voting Member as established by the Board, or who are employees of the Society, or who are members not in good standing pursuant to section 2.9(2) specifically, and to these Bylaws in general;
 - (c) Honourary Members – individuals or organizations whom the Board determines have made a meritorious contribution to the Society or to the attainment of the purposes of the Society;
 - (i) a Honourary Member is a Non-Voting Member of the Society and is not required to pay Annual Dues or fees;
 - (ii) Honourary Members shall not be included in a count of any quorum;
 - (iii) Honourary Members shall be entitled to notices of the meetings of the Society; and
 - (iv) a Honourary Member may become a Voting Member in accordance with section 2.6(1) of these Bylaws.

2.4 Membership Freeze

- (1) The Directors may, at any time, agree to postpone or suspend from consideration all or some of the applications for membership in the Society regarding the terms and/or conditions normally associated with applications for membership in the Society for whatever period of time is deemed most appropriate.

2.5 Annual Dues

- (1) Every Member of the Society who is not a Honourary Member must pay the Annual Dues established by the Society pursuant to these Bylaws.
- (2) An initial Annual Dues of \$1.00 will be set by the Board of Directors for membership in the Society. Subsequent Annual Dues will be recommended by the Board to the membership for approval at each Annual General Meeting.

2.6 Term of Membership

- (1) The initial term of membership in the Society shall commence thirty (30) days after an applicant has submitted his or her application and Annual Dues, and been approved by the Board. The initial term of membership shall expire at the conclusion of the first Annual General Meeting following the commencement date of membership.
- (2) Membership in the Society may be renewed at any time by submitting a renewal application and the Annual Dues to the Secretary. The term of membership renewal shall commence upon receipt of the renewal application and Annual Dues by the Secretary, or upon expiry of the Member's current term of membership, whichever is later, and the renewal term shall expire at the conclusion of the first Annual General Meeting following the renewal date.
- (3) Pursuant to section 2.2(2) of these Bylaws, the Directors may waive the thirty (30) day waiting period.
- (4) The Directors may, by unanimous consent, waive, from time to time, and for such period of time as determined by the Board at the time of unanimous consent, the non-payment of the fees or debts referred to in section 2.9(1) by a Member, and in such case the Member shall be deemed to be a Member in good standing.

2.7 Entitlements of Membership

- (1) Membership entitles all Members in good standing to:
 - (a) receive notice of meetings of the Society;
 - (b) attend any meeting of the Society;
 - (c) speak at any meeting of the Society; and
 - (d) exercise others rights and privileges accorded to Members in these Bylaws, or granted to Members by the Board of Directors from time to time.

2.8 Registered Address

- (1) Each Member shall inform the Secretary in writing of his or her up-to-date address and e-mail address (if any) for the purposes of receiving notices from the Society.
- (2) The Directors shall have entered in the Membership Register the names of applicants for membership in the Society, together with the following particulars of each:
 - (a) full name, residence address and e-mail address (if any) of the applicant;
 - (b) the date on which the applicant is admitted as a Member; and
 - (c) the date on which the individual ceases to be a Member;
- (3) The need for the first two pieces of information shall be deemed an ongoing requirement of membership.
- (4) Applicants for membership and members seeking to renew their membership will be asked to confirm their willingness to accept electronic mail notices of meetings in lieu of postal mail notices of meetings.

2.9 Member in Good Standing

- (1) A Member in good standing shall uphold the Constitution of the Society, comply with the Society's Bylaws, and be current in the payment of his or her Annual Dues.
- (2) All Members are in good standing except those individuals meeting any of the conditions found in section 2.10.
- (3) Applicants for membership and members seeking to renew memberships will be asked to confirm their acceptance of electronic or other forms of Notice delivery in lieu of written notices of general meetings of the Society.
- (4) Unless the Board otherwise decides, a Member who has not paid his or her Annual Dues may at any time bring him- or herself into good standing by paying his or her Annual Dues or other subscriptions or debts due and owing by him or her to the Society, even though they are past due.

2.10 Ceasing to be a Member in Good Standing

- (1) A person shall cease to be a Member in Good Standing of the Society:
 - (a) on delivery of his or her signed resignation in writing to the address of the Society by mail, courier, electronic mail or fax; or
 - (b) on being expelled; or
 - (c) on his or her death or, in the case of a corporate Member, on its dissolution; or
 - (d) on the expiry date of that person's current term of membership; for greater certainty, to have failed to renew his or her membership; or
 - (e) by not acting in accordance with these bylaws and/or upholding the Constitution of the Society.

- (2) Cessation of membership shall not relieve the former Member from any indebtedness to the Society.

2.11 Compulsory Resignation of Members

- (1) If a Member has not paid Annual Dues within two (2) months following the expiration of membership, the Member is considered to have submitted his or her resignation, with the name being removed from the Membership Register.
- (2) The Member is considered to have ceased being a Member on the date his or her name is removed from the Membership Register.

2.12 Expulsion of a Member

- (1) A Member may be expelled by a Special Resolution of the Members passed at a general meeting.
- (2) The Special Resolution for expulsion shall be provided to all Members including the affected Member and shall be accompanied by an explanation of the proposed expulsion.
- (3) A Member who is the subject of a proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting of the Society at which the Special Resolution is put to a vote.
- (4) On passage of the Special Resolution, the name of the Member is removed from the Membership Register. The Member is considered to have ceased being a Member on the date his name is removed from the Membership Register.

PART III – MEETINGS OF MEMBERS

3.1 Meetings of the Society

- (1) General meetings of the Society will be held at such time and place within British Columbia as the Directors decide and in accordance with the Society Act.
- (2) Every general meeting of the Society other than an Annual General Meeting is an extraordinary general meeting. An Annual General Meeting is a general meeting.
- (3) The Directors may convene, whenever they think fit, an extraordinary general meeting of the Society.
- (4) No rule made by the Society in a general meeting invalidates a prior act that was valid before the rule was made.
- (5) The Directors must convene an extraordinary general meeting of the Society without delay if the Directors receive a requisition of 10% or more of the Members entitled to vote at a general meeting of the Society.
- (6) A request made under section 3.1(5) may consist of several documents in similar form; each signed by the requesting Member(s) and must:
 - (a) state the purpose of the meeting;
 - (b) be signed by the requesting Member(s) of the Society; and

- (c) be delivered or sent by registered mail to the address of the Society.
- (7) The Directors must, on receipt of a request for a meeting under section 3.1(5), convene an extraordinary general meeting within twenty-one (21) days.
- (8) If the Directors fail to convene an extraordinary general meeting within twenty-one (21) days after receipt of the request for a meeting under 3.1(5), the Members requesting the meeting, or a majority of them, may themselves convene an extraordinary general meeting to be held within four months after the date of delivery of the request, the cost of which shall be borne by the Society unless said meeting is terminated pursuant to section 4.5(1), in which case the cost of organizing and holding the meeting shall be borne by those requisitioning the meeting.

3.2 Notice of a General Meeting

- (1) Notice of a general meeting of the Society shall be given to a Member's last known address and shall be deemed to have been delivered on the third day, Saturdays, Sundays and holidays excepted, following the day on which the notice is mailed.
- (2) Pursuant to section 2.8(4), delivery of e-mail notices shall be assumed to have occurred within forty-eight (48) hours of transmission to the Member.
- (3) The only exception to the use of electronic notification shall be the case where a Member is the subject of a Special Resolution, i.e., expulsion; in which case the Members shall be notified by letter.
- (4) The accidental omission to give notice of a meeting of the Society to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting, unless the proceedings are with respect to the expulsion of a Member under section 2.10 of these bylaws.
- (5) The Society shall give not less than twenty-one (21) days' notice of a meeting of the Society to its Members and the notice shall specify the place, the day and the hour of any meeting and, in case of special business as defined in section 4.2, the nature of that business. Notice need not be given of business not deemed "special".
- (6) No person is entitled to receive notice of a meeting of the Society unless the person is:
 - (a) a Member in good standing of the Society on the day notice is given;
 - (b) the Auditor of the Society, if section 11.1 applies; or
 - (c) a Honourary Member.

PART IV - PROCEEDINGS AT GENERAL MEETINGS

4.1 Annual General Meetings

- (1) An Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the adjournment of the last preceding Annual General Meeting.

4.2 Special Business

- (1) Pursuant to section 3.2(5), notice must be given of special business to be conducted at a general meeting. Special business is:
 - (a) All business at an extraordinary general meeting of the Society, except the adoption of rules of order and the conduct of and method of voting at the meeting; and
 - (b) All business undertaken at an Annual General Meeting of the Society except
 - (i) the adoption of rules of order and the conduct of and voting at the meeting,
 - (ii) the consideration of the financial statements,
 - (iii) the report of the Directors,
 - (iv) the report of the Auditor (if any),
 - (v) the election of Directors,
 - (vi) the appointment of the Auditor, if required, and
 - (vii) such other business as, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

4.3 Motions

- (1) Motions introduced at a general meeting will normally be included or referenced with the notice of meeting; however, Voting Members may introduce motions from the floor without prior notification and inclusion so long as they are in keeping with these Bylaws and the Society Act.
- (2) Such motions introduced by Members from the floor must be seconded and receive a three-quarters (3/4) vote of the membership approving the motions.
- (3) Nominations from the floor for Director will not be entertained pursuant to section 5.5(1).

4.4 Quorum

- (1) A quorum at any general meeting of the Society shall be five (5) or more Members in good standing or any greater number that Members may determine at a general meeting of the Society.
- (2) No business, other than election of a person to chair the meeting and the adjournment or termination of the meeting, may be transacted at any general meeting of the Society whenever a quorum of Members entitled to attend and vote is not present.
- (3) Once a quorum has been determined to be present at the commencement of a meeting, a quorum will be deemed to be present throughout the meeting, unless it is determined that a quorum is, in fact, not present.
- (4) If at any time during a general meeting it is determined that a quorum is not present, business then in progress must be suspended until a quorum is present or until the meeting is adjourned or terminated.

4.5. Absence of a Quorum

- (1) If within thirty (30) minutes from the time appointed for a Meeting of the Society a quorum is not present, the meeting, if convened on the requisition of Members pursuant to section 3.1(5), shall be terminated; but in every other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such day, time and place as is agreed to by three quarters (3/4) of the Members present, and if at the resumption of the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present shall be deemed to constitute a quorum.

4.6 Adjourning and Adjourned Meetings

- (1) A meeting of the Society may be adjourned from time to time and from place to place, but no business shall be transacted at the resumption an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for fifteen (15) days or more, notice of the adjourned meeting shall be delivered as in the case of the original meeting. Otherwise, it is not necessary to give any notice regarding the resumption of an adjourned meeting or of the business to be transacted at said meeting.

4.7 Chairing General Meetings

- (1) The President of the Society, the Vice-President or, in the absence of both, one of the other Directors present, shall preside as chairperson of a general meeting.
- (2) If at a general meeting:
 - (a) there is no President, Vice President, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or
 - (b) the President and all the Directors present are unwilling to act as Chairperson,the Members present shall choose one of their number by majority vote to be their chairperson.

4.8 Voting

- (1) A Voting Member in good standing shall have one vote and may exercise that vote on every matter without reservation at any general meeting of the Society.
- (2) Voting is by a show of hands unless a motion for a ballot vote is passed.
- (3) The President of the Board of Directors has a vote but will remain neutral and will not exercise the right to vote until such time as he or she may deem it important to make or break an equal vote for the good of the Society.
- (4) Voting by proxy is not permitted.
- (5) A resolution proposed at a meeting of the Society must be seconded.

- (6) A corporate member may vote through its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member and that representative shall be reckoned as a Member for all purposes with respect to any meeting of the Society.

4.9 Action by Resolution

- (1) Unless the Society Act or these Bylaws otherwise provide, any action to be taken by resolution at a general meeting of the Society may be taken by ordinary resolution.
- (2) Actions that must be taken only by Special Resolution are:
 - (a) the removal of any Director pursuant to section 5.8(1);
 - (b) the amendment of the Society's Constitution or Bylaws pursuant to section 13.2;
 - (c) the expulsion of any Member from the Society pursuant to section 2.12;
 - (d) approval of a contract or transaction between the Society and a Director directly, pursuant to section 5.14(1)(e).

PART V – BOARD OF DIRECTORS

5.1 Authority of the Board

- (1) The Directors 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 Society in general meeting, but subject, nevertheless, to the guidance or provision of:
 - (a) all laws affecting the Society;
 - (b) these Bylaws; and
 - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
- (2) Without limiting the generality of the foregoing, the Directors shall establish policies, rules and regulations to carry out the obligations and powers of the Society under the Society Act.
 - (a) These policies, rules and regulations shall be subject to a regularly scheduled review as determined by the Board of Directors.

5.2 Authorization to Bind the Society

- (1) No Director or any other Member or employee of the Society shall act on behalf of, or in the name of, the Society or undertake any obligation or enter into any contract on behalf of, or in the name of, the Society unless the Director, Member or employee, has been so authorized by resolution of the Board.

5.3 Number

- (1) The Board of Directors shall comprise no fewer than five (5) Directors, three (3) of whom have been elected at an Annual General Meeting, and not more than nine (9), unless otherwise determined by the Society at a general meeting of Members or pursuant to sections 5.10(1) and 5.11(1) of these Bylaws.

5.4 Society Membership

- (1) A Director must be a Voting Member of the Society for at least thirty (30) days prior to appointment; or, in the case of election at an Annual General Meeting, prior to the date when nominations close, and must maintain his or her status as a Voting Member as an ongoing qualification for office.

5.5 Nomination

- (1) Any Member may nominate another Member for Director providing that notice in writing of the nomination, together with the nominee's acceptance in writing, is delivered or mailed to the Secretary of the Society at the address of the Society not less than thirty (30) days prior to the date of the Annual General Meeting at which the elections of Directors are to be held.
- (2) The names of all nominees shall be included in the notice of the Annual General Meeting.
- (3) A person employed by the Society, or having been employed by the Society within the period of two (2) years to the date of the election, may not be nominated.

5.6 Election

- (1) Members may only fill a vacancy on the Board of Directors by election at an Annual General Meeting or as is otherwise specified in these Bylaws.
- (2) Separate elections shall be held for each vacancy on the Board, and each Voting Member present shall have one vote for each vacant seat.
- (3) In the event of an equality of votes, the winner(s) shall be decided by a drawing of "straws," as supervised by a Voting Member selected by Majority vote of the membership.
- (4) Election for all Directors shall be by secret ballot unless there is an equal number of candidates and vacancies in which case the candidates shall be declared elected by acclamation.
- (5) All elected Directors cease to hold office if they:
 - (a) cease to be a Member of the Society;
 - (b) submit a letter of resignation to the Secretary of the Society and mailing or having it delivered to the address of the Society;
 - (c) are removed for cause by Special Resolution passed by not less than three-quarters (3/4) of the Voting Members at a general meeting; or
 - (d) are absent without reasonable cause from two (2) consecutive Directors' meetings without prior notice to and/or approval of the Board.

5.7 Terms of Office

- (1) The term of office for an elected Director shall commence and, after the term is served, expire at the close of an Annual General Meeting.
- (2) The term of office for an elected Director shall be two (2) years.
- (3) At the first Annual General Meeting of the Society the Voting Members elect the following Directors:
 - (a) four (4) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected;
 - (b) five (5) Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these Directors were elected.
- (4) At each succeeding Annual General Meeting of the Society, Voting Members elect either four (4) or five (5) Directors each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected.
- (5) Voting Members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.
- (6) Following at least a one year absence from the Board, former Directors may become eligible to seek election back to the Board for another maximum sequence of three (3) consecutive two (2) year terms.

5.8 Removal

- (1) Voting Members of the Society may by Special Resolution remove a Director for any reason before the expiration of his or her term in office, and may elect, by simple Majority vote, a successor to serve to the next Annual General Meeting.
- (2) The notice of Special Resolution for removal of a director shall be accompanied by a brief statement of the reason(s) for the proposed removal.
- (3) The Director who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by his or her agent at the general meeting before the Special Resolution is put to a vote.

5.9 Appointment

- (1) Between Annual General Meetings, the Directors may appoint a Member or Members to fill any vacancy or vacancies until the next Annual General Meeting.
- (2) Appointed Directors have all the rights, privileges and responsibilities of an elected Director and must act in accordance with the Bylaws governing elected Directors.
- (3) Directors concluding their term as an Appointed Director are eligible to seek election to the Board of Directors at the next Annual General Meeting, pursuant to sections 5.5(1) and 5.7(6).

5.10 Ex Officio

- (1) In addition to those Members duly elected or appointed as Directors of the Society, the Past President, if not an elected Director, shall be an ex officio Director of the Society and shall have all the rights, privileges and responsibilities of an elected Director.
- (2) The term of office for a Past President shall commence on the election of the successor President and shall expire one year after elevation to the Board.
- (3) For greater certainty, a Past President must be a Voting Member of the Society and may be removed from office as described in 5.8 of these bylaws.

5.11 Advisory Directors

- (1) The Directors may, from time to time and by unanimous consent, appoint one (1) Advisory Director, with all the rights, privileges and responsibilities of an elected Director with the exception of the right to vote.
- (2) The term for an Advisory Director is for one (1) year, or part thereof, and shall commence on the date of the appointment and shall expire at the close of the next Annual General Meeting.
- (3) If a Director, having completed the maximum allowable time on the Board, is appointed to the position of Advisory Director, the term served in this role shall not count as satisfying the time away from the Board, as required by section 5.7(4), before serving again as an elected Director.
- (3) An Advisory Director may be removed from the Board by a majority vote of the Directors then in office.

5.12 Compensation

- (1) No Director shall be remunerated for being or acting as a Director within the Society or which in his or her capacity as a Director entitles him or her; but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

5.13 Conflict of Interest

- (1) Every Director of the Society:
 - (a) who is, directly or indirectly, interested in a proposed contract or transaction with the Society; or
 - (b) who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a Director of the Society;

must disclose fully and promptly the fact, nature and extent of the interest or conflict by a notice or statement in writing, which such Director must deliver to each Director of the Society, and otherwise comply with the requirements of the Society Act.

5.14 Accountability

- (1) A Director referred to in section 5.13 must account to the Society for profit made as a consequence of the Society entering or performing the proposed contract or transaction unless:
 - (a) the Director discloses the interest as required by section 5.13;

- (b) after the disclosure the Directors approve the proposed contract or transaction; and
 - (c) the Director abstains from voting on the approval of the proposed contract or transaction; or unless
 - (d) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
 - (e) after full disclosure of the nature and extent of the interest in the contract or transaction, it is approved by special resolution of the Members entitled to vote at a general meeting of the Society.
- (2) A Director referred to in section 5.13 must not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.

5.15 Personal Liability

- (1) Members of the Society shall not hold the Directors, or any Member acting on their behalf individually or collectively, liable for decisions and/or actions taken in good faith on behalf of the Society.

5.16 Indemnity

- (1) Subject to the provisions of the Society Act, each Director or Officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been Derelict in the performance of his or her duty as a Director or Officer.
- (2) The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is serving as a Director, Officer, employee or agent of the Society and their heirs and personal representatives, against any liability incurred by such person.

PART VI - DUTIES OF DIRECTORS

6.1 Honesty and Good Faith

- (1) A Director of the Society shall:
- (a) act honestly and in good faith and in the best interests of the Society, and
 - (b) exercise the care, diligence and skill of a reasonably prudent person in exercising the powers and performing the functions of a Director.
- (2) The requirements of this section are in addition to, and relating to, all duties or liabilities of Directors of a Society as may be identified in the Society Act or otherwise identified in these Bylaws.

6.2 Books and Financial Records

- (1) The Directors shall ensure that all reports and records, including financial reports, required by law to be prepared by the Society for the annual general meeting, are prepared.
- (2) The Directors shall ensure that all financial and other reports that have to be filed after the Annual General Meeting are filed as required by the Society Act and Income Tax Act or other law.
- (3) The Directors shall ensure the Society has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.
- (4) The Directors shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
 - (a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
 - (b) every asset and liability of the Society; and
 - (c) every other transaction affecting the financial position of the Society.

6.3 Official Receipts

- (1) Only persons who have been authorized by Majority vote of the Board of Directors may issue any official receipt under the name of the Society in respect of memberships, legacies, bequests, donations or gifts received by the Society.

6.4 Return of Documents and Property

- (1) At any time the Directors may require, on terms and conditions, a Director, Officer, Member, or former Director, Officer, or Member to return any property or document belonging to the Society that happens to be in control or possession of such Director, Officer or Member, or such former Director, Officer or Member.

PART VII – DIRECTOR MEETINGS

7.1 Meetings of Directors

- (1) The Directors shall meet at least four times a year.
- (2) The President, or in the absence of the President, the Vice-President, shall chair all meetings of the Directors, but if neither is present, the Directors present may choose one of their number to be chair at the meeting.
- (3) The Directors shall meet at the call of the President, or any three (3) Directors. Seven (7) clear days' notice of any meeting shall be given to all Directors.
- (4) Notices may be provided to Directors by mail, courier delivery, facsimile or electronic communication. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Director will not invalidate the proceedings at the meeting.

- (5) Notice may be dispensed with if at least three quarters (3/4) of the Directors waive in writing the giving of such notice.
- (6) The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed pursuant to these Bylaws as the necessary quorum of Directors, the continuing Directors may act for the purpose of summoning a general meeting of the Society, but for no other purpose.
- (7) All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, is as valid as if every such person had been duly elected or appointed and was qualified to be a Director, notwithstanding:
 - (a) that afterwards it is discovered that there was some defect in the qualification, election or appointment of any such Director(s) or of the members of such committee or person acting as a Director, or
 - (b) that they or any of them are found to be disqualified.

7.2 Quorum

- (1) The Directors may fix the quorum necessary for the transaction of the business of the Directors and if the Directors do not fix the quorum, quorum will be a Majority of Directors then in office, so long as that number is no fewer than three (3) Directors elected at an Annual General Meeting.

7.3 Voting

- (1) A Director is entitled to speak and vote at all meetings of the Directors or at a committee of Directors, as the case may be.
- (2) The chairperson of the Board of Directors has a vote but will remain neutral and will not exercise the right to vote until such time as he or she may deem it important to vote for the good of the Society.
- (3) A resolution proposed at a Directors' meeting or at a committee meeting must be seconded.
- (4) The chairperson of any meeting of Directors will remain neutral and may not propose a resolution.
- (5) Voting by proxy is not permitted.
- (6) A resolution in writing, signed by all the Directors and placed within the minutes of the Directors' meeting, is as valid and effective as if it were regularly passed at a meeting of Directors.
- (7) Questions arising at a meeting of the Directors shall be decided by a Majority of those Directors present and voting unless otherwise so stipulated in these Bylaws.
- (8) Each Director with voting privileges shall have one vote.

7.4 Communication

- (1) A meeting of Directors or a committee meeting of Directors may be conducted in whole or in part through the use of telephone conference or other electronic communication means, provided that reasonable attempts have been made to contact all Directors and a majority of Directors participate at the meeting.

- (2) A Director who is entitled to speak and vote at a meeting of Directors or at a committee of Directors may participate or vote, as the case may be:
 - (a) in person; or
 - (b) by telephone or other communication means if all Directors participating in the meeting are able to communicate with each other simultaneously.
- (3) A Director who participates in a meeting in a manner contemplated by 7.4(2) is deemed for all intents and purposes of these Bylaws to be present at the meeting.

7.5 Committees of Directors

- (1) The Board may by resolution appoint one or more Standing or Ad Hoc committees, consisting in whole or in part, of such Directors and Members in good standing as deemed appropriate.
- (2) The President of the Board appoints Directors to chair all Board committees.
- (3) The chair of a Board committee has a vote but will remain neutral and will not exercise the right to vote until such time as the chair may deem it important to vote for the good of the Society.
- (4) The chairs of committees appoint the members to the committees of which they chair and may appoint such assistants as they deem necessary.
- (5) Unless the Board otherwise resolves, any committee struck under section 7.5(1) is advisory only and may take no action on behalf of the Directors, unless otherwise so directed by a Majority of the Directors.
- (6) The Board may delegate any, but not all, of their powers to committees.
- (7) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may, from time to time, be imposed on it by the Board, and shall report every act or thing done in exercise of those powers to the Directors.
- (8) The Board may not delegate to any committee the power to fill vacancies in the Board, or the power to appoint or remove Officers appointed by the Directors.
- (9) All committees struck by the Board must keep regular minutes of their deliberations, must cause the minutes to be recorded in books kept for that purpose, must submit the minutes to the Directors when requested, and must report to the Directors at such times as the Directors require.
- (10) Subject to the directions of the Board and these Bylaws, a committee shall determine its own operating procedures.
- (11) The members of a committee may meet and adjourn as they think proper.
- (12) Questions arising at any meeting of a committee of Directors shall be decided by Majority vote.

7.6 Standing Committees

- (1) Standing Committees of the Board:
 - (a) are advisory to and report to the Directors;
 - (b) may take no action on behalf of the Directors;

- (c) shall each have Terms of Reference that are annually developed and approved by the Board.
- (2) Standing Committees can include, but are not limited to: Audit, Finance, Governance, Nominating, and Strategic Planning.

7.7 Ad Hoc Committees

- (1) The President of the Board may, from time to time, strike Ad Hoc committees or task forces which exist for a specified duration, but which otherwise operate under the conditions set out in section 7.5 of these Bylaws.

7.8 In Camera Meetings

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

PART VIII – OFFICERS OF THE BOARD

8.1 Officers

- (1) The Officers of the Board are the President, Vice-President, Secretary and Treasurer; or, in the case of a merger of the last two officers, a Secretary-Treasurer.
- (2) Officers shall be Directors of the Society.
- (3) The election of Officers shall be conducted by resolution of the Directors at the first Directors' meeting following the close of an Annual General Meeting.
- (4) Officers shall serve one term of office upon election. Officers' terms shall commence at the close of the election of Officers and, after the term is served, expire at the close of the next election of Officers.
- (5) The Directors may at any time appoint a Director to fill any Officer vacancy upon Majority approval of the Directors then in office.
- (6) Directors may serve in office for more than one term.

8.2 President

- (1) The President shall preside at all meetings of the Society and of the Directors unless otherwise determined by a Majority of the Directors.
- (2) The President shall supervise the other Officers in the execution of their duties.
- (3) The President is the official spokesperson of the Society, unless, as from time to time, the President designates other persons to represent and speak for the Society.
- (4) The President is an ex officio member of every committee of the Society.

- (5) The President carries out any other duties assigned by the Board.

8.3 Vice-President

- (1) The Vice-President shall carry out the duties of the President during the President's absence or at the request of the President, including attending committee meetings in his or her capacity as President, and carries out such other duties as the Board may request.

8.4 Secretary

- (1) The Secretary, or other person so designated by the Directors, shall be responsible for:
- (a) issuing notices of meetings of the Society and Directors;
 - (b) keeping minutes of all meetings of the Society and Directors;
 - (c) custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (d) custody of the common Seal of the Society;
 - (e) maintaining the Membership Register;
 - (f) all correspondence of the Society;
 - (g) performing all other duties as normally fall to such office and that may be assigned by the Board from time to time; and
 - (h) notwithstanding section 8.4(1)(b), the Board may decide, from time to time, to employ such other measures and/or persons whereby minutes of meetings are recorded and made available to the Secretary of the Society for keeping.

8.5 Treasurer

- (1) The Treasurer, or other person so designated by the Directors, shall be responsible for:
- (a) keeping such financial records, including books of accounts, as are necessary to comply with the Society Act;
 - (b) rendering financial statements to the Directors, members and others as required under the Society Act, these Bylaws, Board policies, or other statutes and laws as may exist from time to time;
 - (c) the collection of fees and other monies owing to the Society; and
 - (d) preparing a balance sheet and statement of revenue and expenditure annually and at any other time as required by the Directors to do so.
 - (e) carrying out such other duties assigned by the Board.

8.6 Secretary-Treasurer

- (1) When a Secretary–Treasurer holds office, there will be no change in the number of Directors of the Society.
- (2) The responsibilities and duties of the Secretary–Treasurer shall be those individually associated with the roles of the Secretary and Treasurer, pursuant to sections 8.4 and 8.5 of these Bylaws.

8.7 Removal of an Officer of the Board

- (1) Any Officer may be removed from office for cause prior to the expiration of his or her term by resolution passed by not less than three quarters (3/4) of the Directors.

8.8 Signing Authority

- (1) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two signing Officers designated by resolution of the Board, or by any other individuals so designated by the Board through Majority resolution.
- (2) Contracts, documents or instruments in writing, other than those referred to in section 8.8(1), requiring the signature of the Society, will be signed according to Board approved policy. All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.

PART IX – SEAL

9.1 Seal

- (1) The Directors may provide a common Seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

9.2 Affixing of Seal

- (1) The common Seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in their resolution, or if no persons are prescribed, in the presence of the President of the Board of Directors and the Secretary or any three (3) Directors.

PART X – BORROWING AND OTHER FINANCIAL TRANSACTIONS

10.1 Authority to Borrow

- (1) Subject to the Society Act, the Society may by resolution from time to time borrow money or create an indebtedness secured upon the Society's assets in any manner and without limit to amount and may cause to be executed mortgages and pledges of the real and personal property and rights of the Society and may cause to be signed bills, notes, contracts and other evidence of securities for money borrowed from any person, firm, corporation, or bank on such terms as the lender may be willing to advance the same. The Society must not issue a debenture unless the issuance of the debenture is authorized by a Special Resolution, which may confer a general power on the Directors to issue debentures for a period of not longer than one year from the date the resolution is passed.

10.2 Investment

- (1) So much of the funds of the Society as may not be required for immediate use or to meet accruing liabilities may be invested at the discretion of the Board of Directors in any investments permitted by the laws of British Columbia.

10.3 Financial Dealings

- (1) As identified in the Constitution, the Board is empowered to engage in the following activities on behalf of the Society:
 - (a) apply for, raise and receive grants, gifts, legacies, devices and bequests and to hold, administer, invest, expend or deal with the same in furtherance of the purposes of the Society; and
 - (b) acquire by purchase, lease, licence or otherwise and to hold or dispose of any real or personal property or interest therein in furtherance of the purposes of the Society;

PART XI – AUDITOR

11.1 On Having an Auditor

- (1) This Part applies only if the Society is required, or has resolved to have, an Auditor.

11.2 Qualifications, Appointment and Term

- (1) The Society shall, at each Annual General Meeting, appoint an Auditor, who shall be either a member, or a partnership whose partners are members, in good standing of the Canadian Institute of Chartered Accountants or the Certified General Accountants' Association of British Columbia, to hold office until the close of the next Annual General Meeting, and if at that meeting an appointment is not made, the Auditor in office will continue as auditor until a successor is appointed.

11.3 Duty

- (1) The Auditor of the Society shall make an examination that will enable the Auditor to report to the Members on the financial statement that is to be placed before the Society at an Annual General Meeting during the Auditor's term of office, and state:
 - (a) whether or not they have obtained all the information and explanations they have required; and
 - (b) whether in their opinion, the financial statements present fairly the financial position of the Society and the results of its operations for the period under review and does so on a basis consistent with that of the preceding period and in accordance with generally accepted accounting principles.

11.4 Right of Access

- (1) The Auditor of the Society shall have the right of access at all times to all records, documents, books, accounts and Directors or Officers of the Society and such information and explanation as may be necessary for performance of his or her duties as auditor.

11.5 Right to Attend

- (1) The Auditor of the Society is entitled to attend any General Meeting of the Society and to receive every notice and other communication relating to the meeting that a Member is entitled to receive.
- (2) The Auditor of the Society is entitled to be heard at a General Meeting that the Auditor attends on any part of the business of the meeting that concerns the Auditor or that concerns the financial statement of the Society.

11.6 Person Ineligible to be Auditor

- (1) No director, nor any firm of which a Director is a partner, nor any employee of the Society shall be the Auditor.

11.7 Removal

- (1) An auditor may be removed by ordinary resolution by the Members in General Meeting.

PART XII – INSPECTION OF DOCUMENTS

12.1 Inspection of Documents by Members

- (1) Subject to the Personal Information Protection Act:
 - (a) the books and records of the Society, with the exception of the current and past membership lists (membership register) shall be open to inspection by members on reasonable notice at the office of the Society, but no copies can be made unless authorized by the Directors.
 - (b) reasonable notice shall be no less than seven (7) days advance notice communicated in writing or electronic form, to the President or the Secretary of the Board.
 - (c) subject to a resolution of the Directors or any law requiring otherwise, documents of the Society, including its accounting records, must be open to the inspection of a Director.

PART XIII – CONSTITUTION AND BYLAWS

13.1 Member Rights to Constitution and Bylaws

- (1) On being admitted to membership, a Member is entitled, without charge, to a copy of the Constitution and Bylaws of the Society.
- (2) The copy may be either as a hard paper copy, or as an electronically transmitted copy.

13.2 Amending Procedure

- (1) The Constitution and the Bylaws may be amended only by a Special Resolution passed by the Voting Members at an extraordinary general meeting or at an Annual General Meeting, at which due notice has been given pursuant to section 3.2(3) of these bylaws.
- (2) The Constitution and Bylaws of the Society shall be reviewed at least once every three years.

PART XIV – RULES OF PROCEDURE

14.1 Rules of Order for Meetings

- (1) The Board shall by Majority vote agree to adhere to some recognized set of procedural rules governing the running of all meetings of the Society, except where they are inconsistent with these Bylaws or any other rules the Society may adopt from time to time.

PART XV - PROVISIONS

15.1 Non-Profit

The Society shall be carried on without purpose of gain for its members, and any profits or other accretions for its members, and any profits or other accretions to the Society shall be used in promoting the purpose(s) of the Society. (This provision was previously unalterable.)

15.2 Dissolution

In the event of the winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same purposes in whole or in part as this Society, as may be determined by the members of the Society at the winding up or dissolution, and such organization or organizations shall be recognized by the Canada Revenue Agency as being qualified as a charitable organization or organizations as such under the provisions of the “Canadian Income Tax Act” from time to time in effect. (This provision was previously unalterable.)