


CAROL PREST

**BYLAWS OF THE SURROUNDED BY CEDAR CHILD AND FAMILY SERVICES
SOCIETY**

Here set forth, in numbered clauses, the bylaws providing for matters referred to in section 11(1) of the *Societies Act* and any other bylaws.

PART 1 – Interpretation

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

- a. “Aboriginal” means all indigenous people including First Nations, Metis, Inuit persons, and persons who identify themselves as being non-status Aboriginal persons or persons of Aboriginal ancestry;
- b. “Board” means the board of Directors of the Society including the Officers of the Society;
- c. "Director" means a person who has become a director of the Society in accordance with Part 5 of these Bylaws;
- d. “Elder” refers to a traditional knowledge keeper who has a learned understanding of Indigenous culture and the traditional teachings.
- e. “Inter-Agency Protocol Agreement” means the Inter-Agency Protocol Nuu-chah-nulth Tribal Council and Surrounded by Cedar Child and Family Services Voluntary Support and Guardianship Agreement between the Nuu-chah-nulth Tribal Council and the Society, the purpose of the agreement is to recognize that the majority of the Society’s work is with children of Nuu-chah-nulth ancestry and ensure they receive culturally appropriate services.
- f. "Member” means a member of the Society as determined in accordance with Part 2 of these Bylaws;
- g. “Nuu-chah-nulth” means a member of one of the 14 Nuu-chah-nulth First Nations as follows:
 - (i) Ahousaht;
 - (ii) Ditidaht;
 - (iii) Ehattesaht,
 - (iv) Hesquiaht;
 - (v) Huu-ay-aht;
 - (vi) Hupacasath;
 - (vii) Kyuquot/Cheklesah;

- (viii) Mowachat/Muchalaht;
 - (ix) Nuchatlaht;
 - (x) Tla-o-qui-aht;
 - (xi) Toquaht;
 - (xii) Tse-shaht;
 - (xiii) Uchucklesaht; and
 - (xiv) Yuu-cluth-aht;
- h. "Officers" means the officers of the Society including the President, Vice-President, and Secretary-Treasurer, and such other officers as may be appointed from time to time;
 - i. "Ordinary Resolution" means an ordinary resolution of the Members as defined in the *Societies Act*;
 - j. "Persons" means a natural person;
 - k. "President" means a person elected to the office of President in accordance with these Bylaws;
 - l. "Register of Members" means the register which lists the Members and their addresses;
 - m. "Secretary" means the secretary of the Society appointed pursuant to these Bylaws;
 - n. "Society" means "Surrounded by Cedar Child and Family Services Society";
 - o. "Societies Act" means the *Societies Act* of British Columbia from time to time in force and all amendments to it;
 - p. "Special Resolution" means a special resolution of the Members as defined in the *Societies Act*;
 - q. "Treasurer" means the treasurer of the Society appointed pursuant to these Bylaws; and
 - r. "Vice-President" means the vice-president of the Society appointed pursuant to these Bylaws.
- 1.2 The definitions contained in the *Societies Act* shall, with the necessary changes, apply to these Bylaws.
- 1.3 Words importing the singular include the plural and vice versa; and words importing a gender include all genders, and words importing persons include individuals, corporations, partnerships, associations, trusts, and government authorities.

PART 2 – Membership

- 2.1 The Members of the Society are:
 - a. The applicants for incorporation of the Society, and
 - b. Any individuals who have subsequently become Members in accordance with these Bylaws,and, in either case, have not ceased to be Members.
- 2.2 No employee of the Society or any person receiving remuneration from the Society in any form (other than for reimbursement of expenses) is eligible to become a voting member of the Society.
- 2.3 Every member shall uphold the constitution and comply with these bylaws.
- 2.4 A person may apply to the Board in writing for membership at anytime. Upon approval by the Board in their discretion, that person will be a Member, the Board reserves the right to decline membership.
- 2.5 There shall be a \$1.00 membership fee payable by Members, unless otherwise determined by resolution of the Board.
- 2.6 A Member shall be entitled to vote and stand for office at the next Annual General Meeting.
- 2.7 The term of membership shall extend to the beginning of the AGM at which time Members may renew their membership.
- 2.8 A Member will cease to be a Member:
 - a. upon delivering his or her resignation in writing to the Secretary or to the address of the Society;
 - b. at the beginning of the next AGM;
 - c. on his or her death or, in the case of a corporate body, on its dissolution;
 - d. on the member not being in good standing for three consecutive months; or
 - e. on being expelled.
- 2.9 A Member may be expelled by a unanimous resolution of the Board resolution.
- 2.10 Notice of a Special Resolution for expulsion of a Member will be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.11 The Member that is the subject of the proposed Special Resolution for expulsion will be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.

- 2.12 All Members are in good standing except a Member that has failed to pay any annual membership fee or any other subscription or debt due and owing by that Member to the Society and that Member is not in good standing so long as the debt remains unpaid.
- 2.13 In the event a Member ceases to be a Member, should that Member also at that time have a representative serving as a Director, that Director's seat will become vacant upon the effective date of the withdrawal of membership. The Director vacancy will then be filled in accordance with Part 5 of these Bylaws.

PART 3 – Meetings of Members

- 3.1 Subject to the provisions of the *Societies Act*, the first annual general meeting of the Society will be held not more than 15 months after the date of incorporation and after that, an annual general meeting must be held at least once in every calendar year.
- 3.2 General meetings of the Society will be held at such time and place, in accordance with the *Societies Act*, as the Board decides.
- 3.3 Every general meeting of the Society, other than an annual general meeting, is an extraordinary general meeting.
- 3.4 A quorum of Directors may, whenever they deem fit, convene a general meeting.
- 3.5 The Board will not give less than 14 days written notice of a general meeting of the Society to its Members, except where Members waive or reduce the period of notice in writing for a particular meeting by unanimous consent.
- 3.6 Notice of a general meeting will specify the date, time, and location of the meeting, and in the case of a special business, will state the general nature of that business.
- 3.7 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate the proceedings of that meeting.
- 3.8 Where it is proposed that a Special Resolution be passed at a general meeting, the written notice of the meeting shall set out the text of the Special Resolution.

PART4 – Proceedings at General Meetings

- 4.1 At a general meeting of the Members, the following business is special business:
 - a. all business that is transacted at a general meeting except the adoption of rules of order; and
 - b. all business that is transacted at an annual general meeting, except for the following business:
 - i. the adoption of rules of order,

- ii. consideration of the financial statements,
 - iii. the report of the Board,
 - iv. the election of Directors,
 - v. the report of the auditor, if any,
 - vi. the appointment of the auditor, if required,
 - vii. other business that, under these Bylaws, ought to be transacted at an annual general meeting or business that is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 4.2 A quorum is 3 of the Members in good standing present at a general meeting, or such greater number as the Members may determine by Ordinary Resolution at a general meeting.
- 4.3 No business, other than the selection of a chair and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.
- 4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 If, within 30 minutes of the time appointed for a general meeting, a quorum is not present, the meeting will stand adjourned to the same day in the next week, at the same time and location, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the appointed for the meeting, the Members present will constitute a quorum.
- 4.6 Subject to section 4.7, the President of the Society, or in his or her absence, the Vice-President or one of the other Directors present will preside as chair a general meeting
- 4.7 If at a general meeting:
- a. there is no President, Vice-President or other Director present within 15 minutes after the time appointed for the meeting; or
 - b. the President and all other Directors present are unwilling to act as chair, the Members present must choose one of their number to be the chair.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 Where a meeting is adjourned for ten days or more, notice of the adjourned meeting will be given as in the case of the original meeting.
- 4.10 Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

PART 5 – Resolutions of Members

- 5.1 A resolution proposed at a general meeting must be seconded.
- 5.2 An Ordinary Resolution proposed at a general meeting will be passed if a 50% + 1 of the Members present vote in favour of it.
- 5.3 A Special Resolution will be passed if 67% or more of the Members present vote in favour of it.
- 5.4 The chair of a general meeting may move or propose a resolution.
- 5.5 A Member in good standing present at a general meeting is entitled to one vote.
- 5.6 Prior to taking a vote, the Members will strive to achieve a consensus on any resolution before them. Voting is by a show of hands or secret ballot. Voting by proxy is not permitted.
- 5.7 In the case of a tie vote, the chair may not cast a second vote in addition to the vote they are entitled to cast as a Member, and the resolution will be deemed to be defeated.
- 5.8 A Special Resolution or an Ordinary Resolution consented to in writing or electronic mail by all Members shall be valid as if passed at a duly called and constituted general meeting.

PART 6 – Directors and Officers

- 6.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society at a general meeting, subject to:
 - a. all laws affecting the Society;
 - b. these Bylaws; and
 - c. rules, not being inconsistent with these Bylaws, which may be made from time to time by the Society by Ordinary Resolution at a general meeting.
- 6.2 Every Director, Officer and committee member shall uphold the Constitution of the Society and comply with these Bylaws.
- 6.3 No rule made by the Society at a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 6.4 There will be eight (8) Directors, of whom at least five (5) must be women and at least four (4) must be of Aboriginal ancestry, one (1) must identify as an Elder, one (1) must have been in care, and one (1) must be elected in accordance with the requirements of the Inter-Agency Protocol Agreement.

- 6.5 The first Directors will be the individuals listed in the list of first Directors filed with the Registrar at the time of incorporation of the Society.
- 6.6 The term of office for Directors is three years expiring at the conclusion of the third annual general meeting after the Board member was elected or appointed, each Director shall serve staggered terms of up to three years, with at least two Directors per year being replaced, at the end of each annual general meeting there will be at least:
- a. two Directors with a three year term;
 - b. two Directors with a two year term; and
 - c. two Directors with a one year term.
- 6.7 An election shall be held at each annual general meeting for two Directors whose terms are scheduled to expire and for as many Directors' positions which may be vacant through resignation or termination. An election may be by acclamation; otherwise it shall be by ballot.
- 6.8 A person must be a member for a minimum of sixty (60) days to accept a nomination for an elected position on the Board.
- 6.9 No employee of the Society or any person receiving remuneration from the Society, other than for reimbursement of expenses, is eligible to be a Board member.
- 6.10 Director must be qualified as required by the section 44 of the *Societies Act* herein to become, act or continue to act as a Director of the Society. A person is not qualified to act as a Director of the Society if that person is:
- a. found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
 - b. an undischarged bankrupt, or
 - c. convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - i. the court orders otherwise;
 - ii. 5 years have elapsed since the last to occur of:
 - a) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - b) the imposition of a fine;
 - c) the conclusion of the term of any imprisonment; and
 - d) the conclusion of the term of any probation imposed; or

- d. a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.
- 6.11 A Director who is not, or who ceases to be, qualified under either section 44 of the *Societies Act* or the section 6.8 of the Bylaws to be a Director must promptly resign.
- 6.12 A Director will be required to consent in writing to be a Director of the Society.
- 6.13 A Director will continue to hold office for the duration of his or her term unless, prior to the expiration of his or her term of office, the Director:
- a. resigns by sending notice in writing to the Secretary or to the address of the Society;
 - a. is no longer a Member in good standing of the Society; or
 - b. dies.
- 6.14 Those Directors whose terms of office are completed will retire from office and their successors will be elected.
- 6.15 Retiring Directors are eligible for re-election for further terms.
- 6.16 The Board may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Board for an interim period until a meeting is held by the Region that appointed him or her to fill the Director vacancy, at which time the appointed Director ceases to be a Director.
- 6.17 No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office.
- 6.18 The President, Vice-President, Secretary, and Treasurer are the Officers of the Society.
- 6.19 The Directors will elect the Officers from among themselves at the first Directors' meeting following the Society's incorporation and thereafter following each annual general meeting the Directors will appoint the Officers at the first duly convened Board meeting.
- 6.20 The duties of the Directors will be to govern and oversee the affairs of the Society and, without limiting the generality of the foregoing, the Directors will:
- b. establish governance policy for the effective management of the affairs of the Society;
 - c. develop, approve and periodically review the plans and policies of the Society;
 - d. approve annual budgets and operating plans of the Society;
 - e. ensure all programs, services and projects are managed and all reports are kept in accordance with the *Societies Act*, all other applicable laws, regulations and contractual requirements of the Society;

- f. file all financial and other reports that have to be filed after the annual general meeting as required by the *Societies Act*, the *Income Tax Act* and any other applicable laws;
- g. ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds and appropriate controls are imposed on such accounts;
- h. select and supervise the Executive Director;
- i. oversee the communication of information to Members;
- j. ensure the proper management of Society finances and the maintenance of proper accounting records in respect of all financial and other transactions, including records of:
 - i. all money received and disbursed by the Society and the manner in which the receipt and disbursement took place;
 - ii. every sale and purchase by the Society;
 - iii. every asset and liability of the Society; and
 - iv. every other transaction affecting the financial position of the Society; and
- k. make available the accounting and financial records of the Society for the inspection of Directors and Members.

6.21 A Director must:

- a. act honestly and in good faith with a view to the best interest of the Society;
- b. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- c. act in accordance with the *Societies Act* and regulations; and
- d. subject to a. and c. act in accordance with the Bylaws.

6.22 A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

6.23 The Directors may determine, in its discretion, what honoraria, travel and maintenance allowances the Society may pay to any Authorized Representatives, Directors, Officers, or anyone who serves on a committee.

PART 7 – Proceedings of Directors

- 7.1 The Directors may meet together at a mutually agreed upon location, date, and time, in accordance with the scheduling policy of the Society, to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 7.2 The Directors may hold meetings, in whole or in part, by conference telephone, video conferencing or other communication medium, if all of the Directors participating in the meeting are able to communicate with each other. A Director who participates by telephone conferencing, video conferencing or other communication medium in a meeting contemplated by this provision is deemed to be present and to have agreed to participate in this manner.
- 7.3 The quorum necessary for the transaction of the business of the Directors is a 50% + 1 of the Directors in office at the time of the vote. No business, other than the selection of a chair and the adjournment or termination of the meeting, will be transacted at any meeting of Directors at a time when a quorum is not present.
- 7.4 A Director may participate a meeting of the Directors or a committee of the Directors by means of conference telephones or electronic means by which all Directors participating in the meeting can hear each other. A Director participating in a meeting in accordance with this section shall be deemed to be present at the meeting and shall be counted in the quorum for the meeting and be entitled to speak and vote at the meeting.
- 7.5 The President or the Vice-President will be the presiding chair of a meeting of the Board, but if at any meeting, neither is present within 30 minutes after the time appointed for holding the meeting, the Directors will choose one of their number to be the presiding chair of that meeting.
- 7.6 24 hours notice of each meeting of the Board, specifying the place, day, and time of that meeting must be given to each of the Directors, unless the Directors unanimously agree in writing to waive the notice period. The Board will establish policy respecting the dates of meetings. The President, on the request of a Director, must convene a meeting of the Board.
- 7.7 Notice may be given by telephone or by any method by which notice may be given under Part 15.
- 7.8 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Directors entitled to receive notice does not invalidate the proceedings of that meeting.
- 7.9 The Board will attempt to meet on a regularly scheduled date to conduct business.
- 7.10 No resolution proposed at a Directors' meeting need be seconded, and the chair of a meeting shall be entitled to move or propose a resolution.

- 7.11 The Directors shall have the right, by resolution, to make such further regulations for the conduct of the proceedings of meetings of Directors as they may think fit.
- 7.12 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office, nor if afterwards it is discovered that there was some defect in the appointment of any Director or that any Director was disqualified or expelled from the Society.
- 7.13 Prior to taking a vote, the Directors will strive to achieve a consensus on any resolution before them. Unless otherwise provided, questions arising at any meeting of the Directors and committees will be decided by a 50% + 1 of votes.
- 7.14 The chair of a meeting will not have a vote, in the case of a tie vote, the chair may have a vote to break the tie however, the chair cannot vote to create a tie, and if the chair does not exercise their power to vote to break a tie then the resolution will be deemed to be defeated.
- 7.15 A resolution in writing, signed by all the Directors and placed with the minutes of the Board, is valid as if regularly passed at a duly called and constituted meeting of the Board.
- 7.16 The Board may delegate, by resolution, any, but not all, of its powers to committees consisting of such Directors and other individuals as they think fit.
- 7.17 A committee formed to exercise the delegated powers of the Directors will follow any rules imposed on it by the Board, and will report every act or thing done in exercise of those powers to the earliest meeting of the Board held after it has been done.
- 7.18 A committee will select a chair of its meetings; but if no chair is selected, or if at any meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the committee members may choose one of their number to be chair of the meeting.
- 7.19 All committee members will be given notice of all committee meetings.
- 7.20 The members of a committee may meet and adjourn, as they think proper.

PART 8 – Directors’ and Executive Director’s Conflicts of Interest

- 8.1 Subject to section 56(5) of the *Societies Act*, this section applies to a Director or Executive Director of the Society who has direct or material interest in
 - a. a contract or transaction, or a proposed contract or transaction, of the Society; or
 - b. any matter that is subject to consideration by the Board, if that interest could result in materially conflicting duties or interests with such Director’s or Executive Director’s duty or interest as a Director or Executive Director of the Society,

- 8.2 A Director or Executive Director of the Society to whom section 8.1 applies must:
- a. disclose fully and promptly to the other Directors the nature and extent of the Director's or Executive Director's interest;
 - b. abstain from voting on a Directors' resolution or consenting to a consent resolution of Directors in respect of the contract, transaction or matter referred to in section 8.1 a. and b.;
 - c. leave the directors' meeting, if any:
 - i. when the contract, transaction or matter is discussed, unless asked by the other directors to be present to provide information; and
 - ii. when the other directors vote on the contract, transaction or matter; and
 - d. refrain from any action intended to influence the discussion or vote.
- 8.3 A disclosure under section 8.1 must be evidenced in at least one of the following records:
- a. the minutes of a meeting of Directors;
 - b. a consent resolution of Directors; and
 - c. a record addressed to the Directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society.
- 8.4 If all Directors disclose in accordance with 8.2, a conflict described in 8.1 then the Directors may proceed with business and section 8.2 c. and d. do not apply

PART 9 – Executive Directors

- 9.1 The Directors may appoint one or more persons to act as Executive Directors of the Society to exercise the Directors' authority to manage the activities or internal affairs of the Society in accordance with section 61 of the *Societies Act*. The Executive Director shall:
- a. be directly responsible to the Board and between meetings of the Board to the Executive Committee as a whole through the office of the President and, in his or her absence, through the office of the Vice-President;
 - b. be responsible for, and have general authority with respect to management and administration of the office of the Society and of all continuing operations of the Society; and
 - c. perform such other duties and exercise such other authority as shall be established in the administrative regulations of the Society or otherwise determined from time to time by the Board.
- 9.2 In accordance with section 6.8 of these Bylaws, a person who is appointed Executive Director of the Society must qualify as if he or she were a Director of the Society. Any

qualified persons are eligible to be appointed Executive Director of the Society and are not required to be a Director, Officer or Authorized Representative

- 9.3 Subject to section 41 of the *Societies Act*, a Director may be appointed to act as Executive Director of the Society. In accordance with section 6.21, a Director acting as Executive Director shall not be paid for serving as Executive Director but may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties as Executive Director of the Society and may receive an honorarium in accordance with section 6.22.
- 9.4 The Executive Director of the Society must comply and act in accordance with these Bylaws as if the Executive Director were a Director.
- 9.5 In the absence of a written agreement to the contrary, the Board may, by resolution, remove an Executive Director before the expiration of his or her term of office. The appointment or removal of an Executive Director does not create or prejudice contractual or common law rights of the Executive Director.

PART 10 – Liability and Indemnity of Directors

- 10.1 The Directors shall not be relieved from the duty to act in accordance with the *Societies Act* and these Bylaws, nor from liability that by virtue of any rule of law would otherwise attach to a Director in respect of negligence, default, breach of duty or breach of trust.
- 10.2 Subject to section 8.1, the Directors are hereby exonerated from any loss that may arise through any bona fide application of the fund, property and assets of the Society and for the purposes of the Society as set forth in the Constitution.
- 10.3 The Society may, subject to the provisions of the *Societies Act*, indemnify a Director or former Director and his or her heirs and personal representatives, against all costs, losses, damages, charges and monetary claims suffered or incurred by such Director which may arise in connection with the activities of the Society or the performance of his or her duties as a Director, if:
- a. He or she acted honestly and in good faith with a view to the best interests of the Society, and exercised the care, diligence, and skill of a reasonably prudent person; and
 - b. With respect to any criminal or administrative proceedings, he or she had reasonable grounds for believing that his or her conduct was lawful.
- 10.4 The indemnity authorized by this Part shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which a Director seeking indemnity hereunder has received or shall receive otherwise than by virtue of this Part.
- 10.5 The Directors may from time to time cause the Society to enter into a contract to indemnify any Director, Officer, employee, agent or other person who has undertaken or is about to undertake any liability on behalf of the Society.

- 10.6 The Directors may cause funds to be expended by the Society for the purchase and maintenance of insurance for the benefit of any individual who is or was a Director, Officer, employee or agent of the Society against any liability incurred by such individual in their capacity as such.

PART 11 – Duties of Officers

- 11.1 The President will:
- a. preside at all meetings of the Society and the Board;
 - b. supervise the other Officers in the execution of their duties;
 - c. be an ex-officio member of all committees;
 - d. supervise the implementation of the Constitution and Bylaws; and
 - e. exercise general care and supervision of the affairs of the Society.
- 11.2 The Vice-President will carry out the duties of the President during his or her absence or upon request, and when so acting, will have all the powers and be subject to all the responsibilities of the President.
- 11.3 The Treasurer will:
- a. keep such financial records as are necessary to comply with the *Societies Act*; and
 - b. render financial statements to the Directors, Members and others when required.
- 11.4 The Secretary will:
- a. conduct the correspondence of the Society;
 - b. issue notices of meetings of the Society and the Directors;
 - c. keep minutes of all meetings of the Society and the Directors;
 - d. circulate minutes of all meetings of the Directors at least one week prior to the next meeting of the Directors;
 - e. have custody of all records and documents of the Society;
 - f. have custody of the common seal of the Society; and
 - g. maintain the Register of Members.
- 11.5 In the absence of the Secretary from a meeting, the Directors will appoint another person to perform the duties of the Secretary at the meeting.

- 11.6 The Directors may combine the offices of Secretary and Treasurer into an office to be known as Secretary-Treasurer and the Secretary-Treasurer shall perform all of the duties of the Secretary and of the Treasurer, as set out in section 11.4 and 11.5.

PART 12 - Seal

- 12.1 The Directors may provide a common seal for the Society and they will have power from time to time to destroy it and substitute a new seal in place of the destroyed seal.
- 12.2 The common seal will be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary.

PART 13 – Contracts and Borrowing

- 13.1 Subject to section 13.3, no contract shall be entered into by the Society, nor any documents executed on behalf of the Society, without prior resolution of the Directors or of the committee of Directors to which the power to enter into a specific contract has been delegated.
- 13.2 Subject to section 13.3, all documents signed and executed on behalf of the Society, whether or not under seal, shall be signed by the President and Treasurer.
- 13.3 Directors may, by resolution, delegate to the President, other Officer or other individual a general authority to commit the Society to contracts of a certain nature or value, and to execute the same on behalf of the Society.
- 13.4 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by issue of debentures.
- 13.5 No debenture will be issued without the sanction of a Special Resolution.
- 13.6 Notwithstanding section 11.5, the Directors, by resolution may make minor revisions to any debentures.
- 13.7 In investing the monies of the Society, the Directors will be restricted to securities permitted by law to a trustee.

PART 14 - Auditor

- 14.1 The fiscal year for the Society will be from April 1 to March 31.
- 14.2 The Directors will appoint the first auditor and will fill all interim vacancies occurring in the office of the auditor between annual general meetings.

- 14.3 At each annual general meeting, the Society will appoint an auditor to hold office until her or she is re-appointed or his or her successor is appointed at the next annual general meeting.
- 14.4 An auditor may be removed by Ordinary Resolution.
- 14.5 An auditor will be promptly informed in writing of the auditor's appointment or removal.
- 14.6 No Director and no employee of the Society will be the auditor.
- 14.7 The auditor may attend and present at annual general meetings.
- 14.8 An auditor appointed under this Part must be a member in good standing of the Certified General Accountants Association of British Columbia or the Institute of Chartered Accountants of British Columbia.

PART 15 – Notices to Members

- 15.1 A notice may be given to a Member or Director personally, or by mail, email or facsimile transmission to the Member or Director's mail address, email address or facsimile number.
- 15.2 A notice sent by mail will be deemed to have been given on the fifth day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email or facsimile transmission will be deemed to be given on the day it is transmitted if the notice is transmitted before 4:00 pm on a weekday, or on the next day that is not a Saturday, Sunday, or holiday, if the document is transmitted after 4:00 pm.
- 15.3 Notice of a general meeting will be given to:
 - a. every Member shown on the Register of Members on the day notice is given; and
 - b. the auditor.
- 15.4 No other person is entitled to receive notice of a general meeting.

PART 16 – Fax Transmission and Counterparts

- 16.1 Any document or resolution signed in writing by a Member or Director and transmitted by facsimile or email shall be deemed to be an original document or resolution.
- 16.2 Ordinary Resolutions and Special Resolution consented to in writing by Members and resolution consented to in writing by Directors may be in counterparts each consented to in writing by one Member or Director or more than one Member or Director, which together shall be deemed to constitute one resolution.

PART 17 – Bylaws

17.1 The Society shall provide to a Member or Director, at his or her request, a copy of the Constitution and the Bylaws of the Society.

17.1 These Bylaws will not be altered or added to except by Special Resolution.

PART 18 – Miscellaneous

18.1 The following sections was previously unalterable:

- a. The Society shall be carried on without purpose of gain for its members. At no time may any of the income or assets of the Society be used by or otherwise be made available for the personal benefit of the members. All profits of or other accertions to the Society shall be used exclusively for promoting the Society's stated purposes.
- b. The Directors shall serve without remuneration and shall not receive, directly or indirectly, any profits from their position as Directors, but may be paid or reimbursed for expenses reasonably incurred by them in the performance of their duties.
- c. Upon wind-up or dissolution of the Society, the assets remaining after the payment or satisfaction of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of liquidator, and after payment to the employees of the Society of any arrears of salary and reasonable severance pay, and any other debts of the Society shall be transferred to one or more charitable organizations registered under the *Income Tax Act* which have documented purposes comparable to or consistent with those of the Society, as determined by Special Resolution of the Members of the Society immediately prior to wind-up or dissolution or, failing such determination, by a trustee appointed under the *Society Act*.