

CONSTITUTION
of
The Integrated Vegetation Management Association of B.C.

1. The name of the Society is the “Integrated Vegetation Management Association of B.C.”
2. The purposes of the Society are:
 - (a) to recognize and emphasize that Integrated Pest Management (“IPM”) includes the judicious use of all available pest control methods as dictated by a specific set of circumstances;
 - (b) to provide members with the opportunity to discuss and resolve problems common to the vegetation management industry;
 - (c) to review, suggest and monitor ethical and technological standards for the industry;
 - (d) to arrange lectures, training courses, workshops and other such educational functions for the benefit of members;
 - (e) to liaise with regulatory agencies and make representation on matters relating to the industry;
 - (f) to inform members of current trends in legislation and public concerns;
 - (g) to assist all members to improve their professional or corporate images with respect to vegetation management through communication and transparency, and by engaging the public, First Nations and Special Interests Groups through information programs and dialogue;
 - (h) to establish and maintain liaison with agencies and individuals in other jurisdictions who have related interests;
 - (i) to encourage, foster, and develop a recognition of the importance of employing proper vegetation management practices in our environment; and
 - (j) to perform such other lawful things as are incidental, necessary or conducive to the above purposes.

BYLAWS
of
The Integrated Vegetation Management Association of B.C.

1. **INTERPRETATION**

Definitions

- 1.1. In these Bylaws, unless the context otherwise requires:
- (a) "directors" means the directors of the Society for the time being;
 - (b) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member means his or her address as recorded in the register of members; and
 - (d) "member" means both regular member and associate member.
- 1.2. The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.

Interpretation

- 1.3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.
- 1.4. Headings are for convenience only. They do not affect the interpretation of the Bylaws.
- 1.5. The Bylaws must be interpreted broadly and generously.

2. **BUSINESS OF THE SOCIETY**

- 2.1. The affairs of the Society may not be carried on for profit or gain. The income, property or assets of the Society are not payable or otherwise available for the personal benefit of any member of the Society (except on receipt of full and valuable consideration), and must be used only for promoting the purposes of the Society.

3. **MEMBERSHIP**

Generally

- 3.1. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members in accordance with these Bylaws, and who, in either case, have not ceased to be members.

Application and Qualification

- 3.2. Any person involved in some phase of vegetation management is eligible to apply for membership in the Society.
- 3.3. A person may apply to the board of directors for membership in the Society and, on acceptance by the directors, becomes a member.
- 3.4. Membership in the Society is not transferable.

Classification of Members

- 3.5. There are three categories of Members: Regular Members, Associate Members, and Honorary Members.
- 3.6. Eligibility for membership in each category is as follows:
- (a) **Regular Membership** is open to all persons actively engaged in some phase of vegetation management in British Columbia.
 - (b) **Associate Membership** is open to all persons who have an active and sustaining interests in some phase of vegetation management but who, by choice or decree, cannot accept responsibility for decisions and actions of the Society.
 - (c) **Honorary Membership** may be conferred upon individuals who have made an outstanding contribution to science or practice related to industrial vegetation management. Honorary members will be selected by a majority vote of the board of directors upon recommendation of the membership committee after considering such nominations.

Duties of Members

- 3.7. Every member must uphold the Constitution and comply with these Bylaws.

Membership Dues

- 3.8. Membership runs with the calendar year, commencing January 1 of a given year and ending December 31 of that same year.

- 3.9. The board of directors will determine the amount of the first annual membership dues, if any. Thereafter the annual membership dues, if any, will be as determined by the board of directors from time to time.
- 3.10. Honorary Members are not liable for membership dues.
- 3.11. Membership dues are not refundable.
- 3.12. Membership dues must be paid on or before March 31 of every year.
- 3.13. Failure to pay membership due on or before March 31 of every year will result in a member not being in good standing and in accordance with section 3.18(d) a member who is not in good standing will have their membership automatically cancelled.
- 3.14. Notwithstanding sections 3.8, 3.9, and 3.13, the Board of Directors may grant membership to a person at any time during the calendar year, and in so doing, the Board of Directors may waive in whole or in part the payment of membership due and provide a timeline for the payment of such.

Rights and Privileges of Members

- 3.15. Every member in good standing, regardless of category of membership, is entitled 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 other rights and privileges given to Members in the Bylaws.
- 3.16. With respect to the right to vote and hold office:
 - (a) **Regular Members** have the right to vote and hold office;
 - (b) **Associate Members** do not have the right to vote or to hold office; and
 - (c) **Honorary Membership** will not have the right to vote or to hold office.

Good Standing

- 3.17. All members are in good standing except a member who has failed to pay his or her current annual membership fee, if any, or any other subscription or debt due and owing by him or her to the Society and he or she is not in good standing so long as the debt remains unpaid.

Cessation of Membership

- 3.18. A person immediately ceases to be a member of the Society:
- (a) on delivery of his or her resignation in writing to the Secretary of the Society by hand, or by mailing, delivering, faxing or emailing it to the address of the Society; or
 - (b) on his or her death; or
 - (c) on the cancellation of his or her membership under these Bylaws; or
 - (d) on becoming a member not in good standing pursuant to section 3.17.
- 3.19. Once a person has ceased to be a member of the Society, the name of the member will be removed from the Register of Members.

Cancellation of Membership

- 3.20. A member's membership may be cancelled by a special resolution of the members passed at a general meeting.
- 3.21. The notice of special resolution for cancellation of membership must be accompanied by a brief statement of the reason(s) for the expulsion.
- 3.22. The person who is the subject of the proposed cancellation of membership must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 3.23. A special resolution of the members cancelling a person's membership in the society constitutes a final decision.
- 3.24. Once a person's membership in the Society has been cancelled, the name of the member must be removed from the Register of Members.

4. **MEETINGS OF MEMBERS**

Directors Determine Meetings of Members

- 4.1. General meetings of the Society must be held at such time and place, in accordance with the *Society Act*, as the board of directors decide.

Annual and Extraordinary General Meetings

- 4.2. Any general meeting other than an annual general meeting is an extraordinary general meeting.

Calling and Requisitioning Extraordinary General Meetings

- 4.3. The directors may, whenever they think fit, convene an extraordinary general meeting. A quorum must be present if any business is to be conducted. Members may requisition an extraordinary general meeting in accordance with the *Society Act*.

Notice of General Meetings

- 4.4. Notice of a general meeting must specify the place, day, and time of the meeting and, in case of special business, the general nature of that business. The notice must be given as provided in the *Society Act* and these Bylaws to such persons as are entitled by law or under these Bylaws to receive such notice from the Society. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice will not invalidate the proceedings at that meeting.

Waiving or Reducing Notice of General Meetings

- 4.5. All members entitled to receive notice of a general meeting of the Society may, by unanimous consent in writing given before, during or after the meeting, waive or reduce the period of notice of the meeting or, if all are present at the meeting, by a unanimous vote, waive or reduce the period of notice of the meeting and an entry in the minute book of such waiver or reduction will be sufficient evidence of the due convening of the meeting.

Notice Requirements Regarding Approving, etc., Documents

- 4.6. Except as otherwise provided by the *Society Act*, if any special business at a general meeting includes considering, approving, ratifying, adopting or authorizing any document or the execution of a document or the giving of effect to a document, the notice convening the meeting will, with respect to such document, be sufficient if it states that a copy of the document or proposed document is or will be available for inspection by members at the address of the Society or at some other place in British Columbia designated in the notice during usual business hours up to the date of such general meeting.

Time for Holding Annual General Meetings

- 4.7. Subject to any extensions of time permitted by the *Society Act*, the first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and thereafter an annual general meeting must be held at least once in every calendar year and not more than 15 months after the last preceding annual general meeting.

5. **PROCEEDINGS AT GENERAL MEETINGS**

Special Business

5.1. Special business is:

- (a) all business at an extraordinary general meeting, except the adoption of rules of order and the conduct of and method of voting at the meeting; and
- (b) all business at an annual general meeting except:
 - (i) the adoption of rules of order and the conduct of and voting at the meeting,
 - (ii) the consideration of the financial statements, and the respective reports of the directors and auditor (if any),
 - (iii) the election of directors,
 - (iv) the appointment of the auditor, if required, and fixing the remuneration of the auditor,
 - (v) any business that is brought under consideration by the report of the directors, and
 - (vi) such other business as by these Bylaws or the *Society Act* may be transacted at a general meeting without prior notice being given to members.

Quorum for General Meetings

5.2. 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 at a time when a quorum of members entitled to attend and vote is not present. 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. 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.

5.3. A quorum is at least 3 regular members of the Society present in person who are members entitled to attend and vote at the meeting.

Chair of General Meetings

5.4. The President, the Vice-President or in the absence of both, one of the other directors present at a meeting is entitled to preside as chair of a general meeting of the Society.

- 5.5. If at a general meeting neither the President, Vice-President or other director is present within fifteen minutes after the time appointed for holding a general meeting or is willing to act as chair, or if the President and the Vice-President, if any, have advised the Secretary that they will not be present at the meeting, the members present may choose one of their number to be chair.

Adjourning and Adjourned Meetings

- 5.6. The chair may and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- 5.7. Except as provided in the Bylaws, it is not necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

Procedure Regarding Resolutions

- 5.8. No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.
- 5.9. In case of an equality of votes, the chair of the meeting is not entitled to a casting or second vote in addition to the vote to which the chair may be entitled as a member, and the resolution will not pass.

Decision Making at General Meetings

- 5.10. A regular member in good standing is entitled to participate in decision making at General Meetings.
- 5.11. Where possible, decision making at General Meetings will be done through consensus.
- 5.12. Where consensus is not reached, a vote will be held.
- 5.13. During such a vote, a regular member in good standing is entitled to one vote.
- 5.14. Voting at a General Meeting will be done by a show of hands. A ballot is used if at least three (3) voting Members request it.
- 5.15. The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- 5.16. Voting by delegate, by mail or by another means of communication, including by fax, email or other electronic means, is not permitted unless otherwise decided by the Board of Directors.
- 5.17. Voting by proxy is not permitted.

- 5.18. A majority of the votes of the Voting Members present decides each issue and resolution unless the issue needs to be decided by a Special Resolution.
- 5.19. The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.
- 5.20. Three (3) voting members may request a ballot vote. In such case, the President or presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- 5.21. Members may withdraw their request for a ballot.
- 5.22. The President decides any dispute on any vote. The President decides in good faith, and his or her decision is final.

Action Normally by Ordinary Resolution

- 5.23. Unless the *Society Act*, the Constitution or these Bylaws otherwise provide, any action to be taken by a resolution of the members may be taken by an ordinary resolution.

6. **DIRECTORS AND OFFICERS**

Powers and Duties of Directors

- 6.1. The directors must manage, or supervise the management of, the affairs and business of the Society.
- 6.2. The directors are authorized to exercise all such powers and do all such acts and things as the Society may exercise and do, but are bound by the same laws, bylaws, limitations and rules that the Society is bound by.
- 6.3. No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 6.4. The board of directors may appoint and hire a paid administrator to carry out management functions and day to day business of the Society. The board of directors must create and approve the job description and remuneration for the position. The position will operate under the direction and supervision of the directors and report to the President of the Society.

Number of Directors

- 6.5. The directors of the Society are:
 - (a) the President;
 - (b) the Vice-President(s);

- (c) the past President;
 - (d) the Secretary;
 - (e) the Treasurer; and
 - (f) one or more Regular Members of the Society.
- 6.6. There must be at least five (5) directors on the board of directors of the Society at all times.
- 6.7. The amount of additional directors will be as determined by the members of the Society from time to time by an ordinary resolution at a general meeting.
- 6.8. The offices of the Secretary and Treasurer may be held by one person who will be known as the Secretary-treasurer. Despite a Secretary-treasurer holding office, the total number of directors must not be less than five (5).
- 6.9. If the President ceases to hold office as President during the course of his or her term, the Vice-President will be his or her successor for the remainder of the term. In cases where there are two Vice-Presidents, the Board shall on consensus choose and appoint one of the Vice-Presidents to act as successor to the President for the remainder of the term.
- 6.10. If the President ceases to hold office as a director or if a director other than the President resigns as a director, the remaining directors may appoint a Regular Member in good standing to take the place of the former director.

Directors Must be Members

- 6.11. A director must be a Regular Member of the Society as qualification for his or her office.

Term of Office and Election of Directors

- 6.12. The Directors will be elected bi-annually at Annual General Meetings.

Deemed Election of Directors If No Annual General Meeting

- 6.13. If the Society fails to hold an annual general meeting in accordance with the *Society Act*, the directors then in office will be deemed to have been elected or appointed as directors on the last day on which the annual general meeting could have been held and they may hold office until other directors are appointed or elected in their place or until the day on which the next annual general meeting is held.

Failure to Elect Sufficient Number of Directors

- 6.14. If at any general meeting at which directors should be elected, the number of directors fixed pursuant to these Bylaws is not met, the directors may fill any vacancies by appointment.

Removal and Replacement of Directors

- 6.15. The members may by special resolution remove a director before the expiration of his or her period of office, and may by ordinary resolution appoint another person in his or her stead.

No Invalidity of Actions

- 6.16. No act or proceeding of the directors is invalid only by reason of there being fewer than the prescribed number of directors in office, provided that there are sufficient directors to form a quorum.

Remuneration of Directors

- 6.17. No director is entitled to be remunerated for fulfilling the duties of a director.
- 6.18. A director may, with unanimous consent of the board of directors, be remunerated for specific tasks and duties assigned by the board of directors.
- 6.19. A director may at the discretion of the Board of Directors be reimbursed for all expenses that the director necessarily and reasonably incurs while engaged in the affairs of the Society.

Disclosure of Conflicts of Interest of Directors

- 6.20. Every director of the Society who:
- (a) is, directly or indirectly, interested in a proposed contract or transaction with the Society; or
 - (b) holds any office or possesses any property, duties or interests

that might be 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.

7. **PROCEEDINGS OF DIRECTORS**

Chair of Meetings of Directors

- 7.1. The President or, if the President is absent, the Vice-President, if any, is entitled to preside as chair at every meeting of the directors.
- 7.2. If neither the President nor Vice-President, if any, is present within fifteen minutes of the time appointed for holding the meeting or is willing to act as chair, or, if the President and the Vice-President, if any, have advised the Secretary that they will not be present at the meeting, the directors present may choose one of their number to be chair of the meeting.

Regulation of Meetings, Voting and Notice of Meetings Held at Regular Intervals

- 7.3. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting will be resolved by consensus. Where consensus cannot be reached, questions will be resolved by a majority of votes. In case of an equality of votes the chair does not have a second or casting vote. Meetings of directors held at regular intervals may be held at such place, at such time and upon such notice (if any) as the directors may by resolution from time to time determine.

Meetings by Conference Telephone

- 7.4. A meeting of the directors or of any committee of the directors may be held by conference call or other communication facilities by means of which all directors participating in the meeting can hear each other.
- 7.5. Directors who participate in this call are considered present for the meeting and will be counted in the quorum for the meeting and be entitled to speak and vote at the meeting.

Calling Meetings and Notice

- 7.6. A director may, and the Secretary upon request of a director must, call a meeting of the directors at any time. Reasonable notice of such meeting specifying the place, date and time of such meeting must be given to each director by telephone, or by written notice sent by mail, fax or e-mail to each director at his or her address as it appears on the books of the Society, or delivered to his or her usual business or residential address.
- 7.7. It is not necessary to give notice of a meeting of directors to any director:
 - (a) who is not at the time in the Province of British Columbia; or

- (b) if the meeting is to be held immediately following a general meeting at which the director was elected or is the meeting of directors at which the director was appointed.
- 7.8. 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.

Waiver of Notice of Meetings of Directors

- 7.9. Any director may file with the Secretary a document executed by him or her waiving notice of any past, present or future meetings of the directors being, or required to have been, sent to him or her and may at any time withdraw the waiver with respect to meetings held after the withdrawal.
- 7.10. After filing a waiver with respect to future meetings and until the waiver is withdrawn no notice need be given to such director of any meeting of directors and all meetings of the directors so held will be deemed not to be improperly called or constituted by reason of notice not having been given to such director.

Quorum for Meetings of Directors

- 7.11. 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.

Actions During a Vacancy

- 7.12. 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.

Validity of Acts of Directors

- 7.13. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, is, notwithstanding that afterwards it is discovered that there was some defect in the qualification, election or appointment of any such directors or of the members of such committee or person acting as a director, or that they or any of them were disqualified, as valid as if every such person had been duly elected or appointed and was qualified to be a director.

Resolutions in Writing

- 7.14. A resolution consented to in writing that all of the directors have signed is as valid and effectual as if it had been passed at a meeting of the directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed

with the minutes of the proceedings of the directors and will be effective on the date the last director signed it or on any later date specified in the resolution.

Committees of Directors

- 7.15. The directors may delegate any, but not all, of their powers to committees consisting of at least one director and of such members as they see fit.
- 7.16. A committee so formed in the exercise of the powers so delegated must conform to any rules that may from time to time be imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 7.17. The President is an ex-officio member of all committees.
- 7.18. A committee may make rules for the conduct of its business and may appoint such assistants as it considers necessary.
- 7.19. A majority of members of a committee constitute a quorum.

Proceedings of Committees

- 7.20. Any committee may meet and adjourn as it thinks proper.
- 7.21. A Committee must each elect a member to preside over its meetings, but if no chair is elected, or if at any meeting the chair is not present after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be chair of the meeting.
- 7.22. Questions arising at any meeting will be determined by a majority of votes of members of the committee present, and in case of an equality of votes the chair does not have a second or casting vote.
- 7.23. No resolution proposed at a meeting of a committee of the directors need be seconded and the chairman of a meeting may move or propose a resolution.
- 7.24. A resolution in writing that all members of the committee have signed is as valid and effective as if it had been passed at a meeting of such committee duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution must be filed with the minutes of the proceedings of the committee and will be effective on the date the last committee member signed it, or on any later date specified in the resolution.

8. **DUTIES OF OFFICERS**

Appointment, Resignation and Termination of Officers

- 8.1. The Officers of the Society are the President, the Vice-President(s), the Secretary, the Treasurer and, where applicable, the Secretary-Treasurer.
- 8.2. The directors must, from time to time, appoint a President, a Vice-President, a Secretary, a Treasurer and/or a Secretary-treasurer.
- 8.3. The directors may, at any time, terminate any such appointment.
- 8.4. An officer may resign from office by giving one (1) month notice in writing to the board of directors. The resignation takes effect either at the end of the notice period or on the date the board of directors accepts the resignation.

President

- 8.5. The President is:
 - (a) entitled to preside at all meetings of the Society and of the directors;
 - (b) the chief executive officer of the Society and supervises the other officers in the execution of their duties; and
 - (c) the spokesperson for the Society and responsible for public relations and media releases on behalf of the director and membership.
- 8.6. The President may delegate one or more of their responsibilities to one or more directors or the paid administrator.
- 8.7. The President must appoint two or more other directors, as signing officers of the Society.

Vice-President(s)

- 8.8. The Vice-President(s), if any, carries out the duties of the President if the President is absent or at the request of the President.

Secretary

- 8.9. The Secretary:
 - (a) manages correspondence on behalf of the Society;
 - (b) issues notices of general meetings and directors' meetings;
 - (c) keeps minutes of general meetings and directors' meetings;

- (d) has custody of all records and documents of the Society, except those which may be required to be kept by the Treasurer if the Society has a Treasurer;
 - (e) has custody of the common seal of the Society; and
 - (f) monitors the management of the register of members.
- 8.10. In the absence of the Secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Treasurer

8.11. The Treasurer:

- (a) keeps such financial records, including books of account, as are necessary to comply with the *Society Act*; and
- (b) provides financial statements to the directors, members and others when required.

Delegation of Responsibilities

8.12. The board of directors may at any time delegate to the paid administrator some or any of the responsibilities of an officer.

Remuneration of Officers

8.13. Officers' entitlement to remuneration and reimbursement for expenses that the officer necessarily and reasonably incurs while engaged in the affairs of the Society will be at the discretion of the Board of Directors.

Disclosure of Conflicts of Interest of Officers

8.14. Every officer of the Society who:

- (a) is, directly or indirectly, interested in a proposed contract or transaction with the Society; or
- (b) holds any office or possesses any property, duties or interests

that might be 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 officer must deliver to each director of the Society.

9. **SOCIETY ADMINISTRATOR**

9.1. The board of directors may hire a paid administrator, title to be determined by the Board of Directors, to carry out assigned duties.

- 9.2. The paid administrator reports to the President and is responsible to the board of directors, and acts as an advisor to the board of directors and to all Committees.
- 9.3. The paid administrator's duties include:
- (a) attending board, and other meetings, as required;
 - (b) hiring, supervising, evaluation and releasing all other paid staff;
 - (c) interpreting and applying the board's policies;
 - (d) keeping the board informed about the affairs of the Society;
 - (e) preparing budgets for board approval;
 - (f) planning programs and services based on the board's priorities; and
 - (g) carrying out other duties assigned by the board.
- 9.4. The paid administrator's duties may be modified by the Board of Directors at any time.

10. **FINANCE AND OTHER MANAGEMENT MATTERS**

Registered Office

- 10.1. The Registered Office of the Society is located at:

1600 - 925 West Georgia Street
Vancouver, BC
V6C 3L2

- 10.2. The Registered Office is the Society's delivery and mailing address.
- 10.3. Another location may be established at the Annual General meeting or by resolution of the board of directors.

Seal

- 10.4. The directors may provide for a common seal for the Society and may from time to time destroy it and substitute a new seal in its place.
- 10.5. The common seal for the Society must not be affixed except in the presence of the following persons:
- (a) any two directors; or
 - (b) the President, a director or the Vice-President together with the Secretary, a director or the Treasurer; or

- (c) such person or persons as the directors may from time to time by resolution appoint,

who must sign such instrument. For the purpose of certifying under seal true copies of any document or resolution the seal may be affixed in the presence of any one of the foregoing persons.

Borrowing

- 10.6. Subject to the *Society Act*, the directors may from time to time on behalf of the Society raise or borrow money for the purposes of the Society, by resolution of a general meeting of the Society provided that sums so raised or borrowed are not secured.
- 10.7. Subject to the *Society Act*, the Society may by special resolution, from time to time, raise or borrow and secure the payment of any sum or sums of money for the purposes of the Society, and for that purpose may execute any mortgages, debentures, or bonds or give or execute any form of security whatsoever of real and/or personal property of the Society of any part thereof and sign, and deliver the same.
- 10.8. No debenture can be issued without the sanction of a special resolution.

Cheques and Contracts of the Society

- 10.9. The designated Officers of the Board of directors sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.
- 10.10. The board of directors may authorize the paid administrator to sign cheques for certain amounts and circumstances. The paid administrator may not sign his or her own paycheque.
- 10.11. All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the board of directors.

Audits

- 10.12. The Board of the Directors may at its discretion from time to time, order an audit of the Society's books, accounts and records be undertaken by a qualified accountant.

11. INDEMNITY AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

Requirement to Indemnify

- 11.1. The Society must, to the full extent that the *Society Act* permits, indemnify and hold harmless every person who has been, is now, or is in the future a director, officer, employee or agent of the Society and his or her heirs and legal

representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, that he, she or they actually and reasonably incur in a civil, criminal or administrative action or proceeding to which he or she is or they are made a party by reason of being or having been a director, officer, employee or agent of the Society, including an action brought by the Society.

Advances on Undertaking

- 11.2. In the discretion of the directors, the Society may advance the amount of any expenses incurred with respect to any claim, action, suit or proceeding prior to its final disposition upon receipt of an undertaking, that the directors find to be satisfactory in form and amount, by or on behalf of the recipient to repay the amount advanced unless it is ultimately determined that the recipient is entitled to indemnification under this Part.

No Invalidity of Indemnity

- 11.3. The failure of a current or former director, officer, employee or agent of the Society to comply with the provisions of the *Society Act* or the Constitution or Bylaws will not invalidate any indemnity under this Part.

Obligation of Society to Apply for Court Approval

- 11.4. The Society must apply to the Supreme Court of British Columbia for any approval of the Supreme Court of British Columbia that may be required to make the indemnities in this Part effective and enforceable.

Deemed Contract of Indemnification

- 11.5. Each director, officer, employee and agent of the Society on being elected, appointed, employed or engaged is deemed to have contracted with the Society on the terms of the indemnities in this Part. These indemnities must continue in effect with regard to actions arising out of the term each director, officer, employee and agent of the Society held such office or position, even if he or she no longer continues to hold that office or position.

Insurance

- 11.6. The directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a director, officer, employee (including the paid administrator) or agent of the Society or any other entity, his or her heirs and personal representatives, against any liability incurred by him or her as such director, officer, employee or agent.

12. **NOTICE TO MEMBERS**

How to Give Notice

12.1. A notice, statement or report (in this Part, a “notice”) may be given or delivered by the Society to any member either by personal delivery, mail or e-mail to the street or electronic address of the member as recorded in the register of members.

Effecting Notice by Mail

12.2. If a notice is sent by mail, service or delivery of the notice will be deemed to be effected by properly addressing, prepaying and mailing the notice and the notice will be deemed to have been given on the day, Saturdays, Sundays and holidays excepted, following the date of mailing. A certificate signed by the Secretary or other officer of the Society or of any other entity acting in that behalf for the Society that the letter, envelope or wrapper containing the notice, statement or report was so addressed, prepaid and mailed will be conclusive evidence thereof.

Who is Entitled to Receive Notices

12.3. Notice of every general meeting must be given to every member shown on the register of members on the day notice is given, and to the auditor if one is required. No other person is entitled to receive notice of general meetings.

13. **BYLAWS**

Members Are Entitled to a Copy of the Constitution and Bylaws

13.1. On being admitted to membership, each member is entitled to, and the Society must provide him or her with without charge, a copy of the Constitution and Bylaws of the Society.

Alteration of Bylaws

13.2. These Bylaws must not be altered or added to except by special resolution.

14. **DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY**

14.1. In case of organic division of the Society membership, the Society property will belong to those members who abide by the original Constitution and Bylaws of the Society as registered with the Registrar of Societies in Victoria.

14.2. On the winding-up or dissolution of the Society, all funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including remuneration (if any) of a liquidator, must be given, transferred and distributed to such organisations having purposes similar to or conducive to the purposes of the Society as are “qualified donees”

pursuant to the *Income Tax Act* (Canada) as the directors or members of the Society may determine. This provision is unalterable.

Dated; November 13, 2015