


CAROL PREST



INTER-CULTURAL ASSOCIATION OF GREATER VICTORIA

BYLAWS



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1 PREAMBLE

The Inter-Cultural Association of Greater Victoria, referred to in this document as “the society”, operates primarily in the Capital Regional District of Greater Victoria and Vancouver Island in British Columbia.

The purpose of the society is to support the full integration of newcomer immigrants and refugees into the social, economic and civic life of the Capital Region of British Columbia.

The society achieves its purpose by creating a welcoming and inclusive community that helps individuals and organizations connect across cultures; providing information, support and tools to help immigrants and refugees reach their settlement and resettlement goals; and engaging people through networks, education and arts programming.

1.1 INCORPORATION

This society was incorporated under the *Society Act, RSBC 1996, c 433*, on December 13, 1971.

The name at incorporation was Inter-Cultural Association of Greater Victoria.

That Act was replaced by the *Societies Act, SBC 2015, c 18*.

The society is governed by the *Societies Act* and Regulations or any Act or Regulation that may replace that legislation.

If there is a conflict between these bylaws and the legislation, the legislation prevails.

2 INTERPRETATION

2.1 DEFINITIONS

In addition to those in the Act, the following definitions apply to these bylaws.

“Act” or “Societies Act” means the *Societies Act* or any Act that replaces that Act.

“annual dues” means an amount determined by the Board from time to time as annual dues to remain a member of the society in accordance with section 8.4 Payment of Annual Dues.

“annual report” means the report that must be filed with the Registrar within 30 days of the AGM.

“annual general meeting” or “AGM” means the annual meeting of the members of the society that the society is required to convene once each calendar year.

“audited financial statements” means the audited financial statements and accompanying disclosures prepared and certified by an independent auditor.

“Board” means the society’s Board of Directors as appointed and elected in accordance with section 6.3 Election or Appointment of Directors.

“Board resolution” means:

- (a) a resolution that is passed at a Board meeting by a simple majority of the votes cast by the Directors with voting rights; or



- (b) a resolution that has been sent in writing to all the Directors and that is consented to in writing by simple majority of the votes cast by the Directors with voting rights in accordance with the definition of a consent resolution below.

“bylaws” means these bylaws and any changes accepted by the members by special resolution and registered with the Registrar.

“chair” means the person elected by the Board to chair Board and general meetings.

“chief executive Officer” or “CEO” means the person engaged by the Board to manage the activities and internal affairs of the society.

“consent resolution” means a resolution that is sent, in writing, to all Directors with voting rights and is consented to (accepted in a vote) in writing, such as email or fax, by simple majority of the votes cast by the Directors with voting rights without a meeting.

“constitution” means the constitution filed with the Registrar and any changes accepted by the members by special resolution and filed with the Registrar.

“contractor” means a person who is under a contract for services with the society.

“counterpart” means one or more copies of a document that are signed or consented to (accepted in a vote) in writing, such as email or fax, and then considered as though they were one document.

“court” means the Supreme Court of British Columbia.

“delivery address” means the same address as the registered office in accordance with the definition of the Statement of Directors and Registered Office below.

“Director” means a member who has been elected or appointed to a position in accordance with section 6.3 Election or Appointment of Directors.

“Directors’ report” means the report given by the President or person nominated to chair at the AGM on behalf of the Board that provides accountability on the activities of the past year and that may reflect on what is anticipated in the next year.

“general meeting” means a meeting of the members of the society, such as a:

- (a) general meeting held in accordance with section 5.4 Annual General Meetings; and
- (b) special general meeting held in accordance with section 5.5 Special General Meetings.

“mailing address” means the same address as the registered office in accordance with the definition of Statement of Directors and Registered Office below.

“material” means in the context of:

- (a) discussing an issue, information that could alter the discussion and/or the decision;
- (b) accounting records, information that could alter the financial statements such that a reasonable person might notice the difference;
- (c) preparing a review of the financial position, information that could noticeably alter the report on the society’s financial position and/or the results of its operations;



- (d) conflict of interest for a Director, a position that would render the Director incapable of objectively considering the issue or incapable of voting in the best interest of the society; or
- (e) disclosure of a direct or indirect interest in a contract, transaction or matter, information that could affect the approval or rejection of a contract, transaction or matter.

“member” means a individual or company whose application for membership is accepted in accordance with section 4.1 Classes of Membership.

“member in good standing” means an individual member who is not in default of any payment of annual dues to the society.

“membership fees” means an amount determined by the Board as the membership fee (paid upon application to become a member) in accordance with section 4.4.5 Membership Fees.

“Officer” means a Director with voting rights who is elected or appointed by the members to be the President; and Directors with voting rights who are elected or appointed by the Board to be the vice-President, Treasurer, Secretary or Secretary-Treasurer.

“ordinary resolution” means a resolution that is:

- (a) passed in a general meeting by a simple majority of the votes cast in; or
- (b) consented to in writing by 2/3 (66%) of the voting members.

“President” means a Director that is elected to that position in accordance with section 6.4 Election of Officers.

“quorum” means the minimum number of Directors required to transact business at a Board meeting in accordance with section 7.3.4 Quorum for Board meetings or the minimum number of Individual Members required to transact business at a general meeting in accordance with section 5.2.1 Quorum for general meetings.

“Register of Directors” means the list of the Directors including their names and contact information.

“Registrar” means the Registrar of Companies of the Province of British Columbia.

“Secretary-Treasurer” means the duties of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

“Society” means Inter-Cultural Association of Greater Victoria.

“special business” means any business conducted at:

- (a) a general meeting except adopting the rules of order; considering the financial statements, hearing the Director’s report, hearing the auditor’s report, electing Directors, and appointing an auditor;
- (b) an AGM except adopting the rules of order, considering the financial statements, hearing the Director’s report, hearing the auditor’s report, electing Directors, and appointing an auditor; and
- (c) a special general meeting except adopting the rules of order.



“special general meeting” means a meeting of the members of the society that is called between AGMs in order to deal with urgent matters that require the members’ approval.

“special resolution” means a resolution that is a resolution:

- (a) passed at a general meeting by at least 2/3 (66%) of the votes cast by the voting members in person; and
- (b) consented to in writing by all (100%) of the voting members.

“statement of Directors and registered office” means the statement filed with the Registrar that sets out:

- (a) the Directors’ full names and addresses; and
- (b) the society’s registered office, delivery and mailing address.

“voting members” means Individual Members who have the right to vote in accordance with section 4.3 Rights of membership.

2.2 GRAMMAR

If a word is used in the singular, where it makes sense, it also means the plural.

3 REGISTERED OFFICE AND RECORDS

3.1 REGISTERED OFFICE

The society will:

- (a) maintain a registered office in the Capital Regional District of Greater Victoria, British Columbia; and
- (b) have the registered office as their delivery and mailing address.

The society may:

- (a) change those addresses at any time by:
 - (i) filing a notice of change to the Registrar; or
 - (ii) include the change in the annual report filed with the Registrar after the AGM.

The change of address is effective the day after the record has been filed with the Registrar.

3.2 SOCIETY RECORDS

3.2.1 Records to be kept

3.2.1.1 Related to its formation and structure

The society will keep:

- (a) the certificate of incorporation as a society;
- (b) certified copies from the Registrar of the society’s:
 - (i) constitution;



- (ii) bylaws;
 - (iii) statement of Directors; and
 - (iv) registered office;
- (c) copies of records received from:
 - (i) the Registrar, other than in response to a request;
 - (ii) any court or tribunal orders, and
 - (iii) any government body, agency or official orders;
- (d) the society's register of Directors, including their contact information;
- (e) consents to act as Director, declarations of conflict of interest and resignations;
- (f) disclosures of interest by Directors or the CEO;
- (g) the society's register of members, organized by different classes of member, including contact information; and
- (h) the minutes of general meetings, including the text of each resolution passed.

3.2.1.2 Related to its operations

The society will keep:

- (a) the minutes of each Board meeting, including:
 - (i) a list of the Directors present, and
 - (ii) the text of each resolution passed at the meeting;
- (b) a copy of each consent resolution and a copy of each of the consent resolutions;
- (c) the financial statements;
- (d) accounting records of each transaction materially affecting the financial position; and
- (e) auditor's reports.

3.2.2 Disposal of records

The society will dispose of records that:

- (a) were created or last altered more than 10 years previously; and
- (b) are no longer relevant to the activities or internal affairs of the society.

3.2.3 Location of records

The society will keep:

- (a) paper records at the society's registered office, and
- (b) electronic records at any location and on any medium as long as they are electronically available for inspection.

Upon dissolution, the Board will:

- (a) make a decision where the files will be located; and
- (b) inform the Registrar of its location.



3.2.4 Maintenance of records

The society will take reasonable precautions in preparing and keeping the records so that:

- (a) they are complete;
- (b) they are not lost, destroyed or damaged;
- (c) they don't have any false entries; and
- (d) those who are entitled to see them have easy, simple, reliable and prompt access.

3.2.5 Inspection of records

3.2.5.1 By members

Members will not be charged a fee to inspect:

- (a) Directors' disclosures of interest;
- (b) Board meeting minutes;
- (c) consent resolutions;
- (d) accounting records that affect the fiscal position; and
- (e) financial statements.

Members who want to inspect the register of members:

- (a) must apply for access in writing;
- (b) must state the name(s) of the applicant(s); and
- (c) state that the information will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) submit a members' proposal; or
 - (iii) influence the voting of members.

Members who are entitled to see the records:

- (a) will have access without charge;
- (b) may need to give a reasonable period of notice; and
- (c) may have reasonable restrictions on the times during which they can inspect the register of members.

The Board:

- (a) may restrict access to other records if it considers the release may be harmful to the society or a member;
- (b) will restrict access to the Directors' register unless the information will be used solely for the society's activities or internal affairs; and
- (c) will provide access only if the information will be used for organizational purposes.

The society will:

- (a) respond to a request for copies within 14 calendar days;



- (b) provide members with a copy of the constitution, bylaws and most recent financial statements without charge; and
- (c) may charge the fee specified in the Regulations for other documents.

3.2.5.2 By Directors

Directors may, without charge, inspect any society record.

3.2.5.3 By the public

A member of the public:

- (a) cannot have access to the register of members;
- (b) can request and receive a copy of the financial statements; and
- (c) may:
 - (i) at the discretion of the Board, be permitted access to other records; and
 - (ii) be required to pay a fee for accessing or receiving a copy of the records as permitted under the Regulations.

The Board may:

- (a) charge a reasonable fee as permitted under the Regulations;
- (b) impose a reasonable period of notice; and
- (c) set reasonable restrictions on the times during which the person may inspect a record.

3.2.6 Copies of records

A person:

- (a) is entitled to receive a copy of any document that they are entitled to access; and
- (b) may be required to make the request in writing.

The Board:

- (a) may charge a fee;
- (b) will provide the copy once the fee is paid; and
- (c) will provide the copy no later than 14 calendar days after the fee has been paid.

3.3 DISTRIBUTION OF RECORDS

The society will distribute records by:

- (a) email to the recipient's email address;
- (b) fax to the recipient's fax number;
- (c) making them available for pick-up at the registered office;
- (d) mail to the mailing address provided by the recipient; or
- (e) delivery, at a cost to the recipient, to the recipient's address.



3.3.1 Delivery and receipt of records

A record is considered to have been received at the beginning of the:

- (a) 3rd day after the record is delivered to the delivery address;
- (b) 5th day after the record is mailed; and
- (c) 3rd day after the record is emailed or faxed.

3.3.2 Records served

A record is considered to be served on the society if it is:

- (a) delivered to the registered office; or
- (b) delivered to a Director.

3.3.3 Custody of records

The books, records, and Seal of the society will be available for members or other authorized persons to inspect at all reasonable times.

4 MEMBERSHIP

4.1 CLASSES OF MEMBERSHIP

The society will have three (3) classes of membership:

- (a) Individual Members;
- (b) Associate Members; and
- (c) Honorary Members.

4.1.1 Individual Members

Individual Members are individuals:

- (a) other than employees of the Society;
- (b) who are age 18 or older;
- (c) who are supportive of the Society's Purpose;
- (d) whose application for membership has been approved by the Board; and
- (e) who have paid the required dues.

The Board may establish, at their sole discretion, a maximum number of voting members.

Individual membership is not transferable to any other individual.

Individual Members have voting rights.

4.1.2 Associate Members

Associate Members are:

- (a) societies, incorporated under the *Societies Act*;



- (b) organisations or corporations that are in partnership with the society;
- (c) individuals that do not meet the criteria as Individual Members or who do not desire to be Individual Members;
- (d) individuals who are employees of or under contract to the Society;
- (e) supportive of the Society's Purpose; and
- (f) approved by the Board for membership

Associate Members do not have voting rights and do not pay dues.

Associate membership is not transferable to any other society, organization or individual.

4.1.3 Honorary Membership

Honorary Members:

- (a) have made significant contributions to the society as deemed appropriate by the Board;
- (b) have been proposed to be an Honorary Member by the Board; and
- (c) have successfully been appointed to become an Honorary Member of the society by the Board at their sole discretion.

Honorary Members do not have voting rights and do not pay dues.

Honorary membership is not transferable to any other individual.

4.2 APPLYING FOR MEMBERSHIP

Any person or organization may apply to the Board for membership.

The Board:

- (a) will establish the application process and conditions of membership; and
- (b) may propose changes from time to time to these at their sole discretion.

The applicant becomes a member when the application is accepted by the Board.

4.3 RIGHTS OF MEMBERSHIP

4.3.1 Membership rights

All Members have the right to:

- (a) attend and participate in General Meetings;
- (b) nominate Individuals Members for election as Directors;
- (c) view records in accordance with section 3.2.5.1 Inspection of Records, By Members; and
- (d) receive copies of all documents that they are entitled to inspect.

4.3.2 Individual Members

Individual Members have the right to:



- (a) vote at general meetings;
- (b) stand for, or be proposed for election as Director in accordance with section 6.3 Election or Appointment of Directors;
- (c) requisition meetings in accordance with section 5.5 Special General Meetings;
- (d) remove a Director from office in accordance with section 6.7 Removal of Directors;
- (e) submit member proposals;
- (f) inspect any required records in accordance with section 3.2.5 Inspection of Records;
- (g) renew membership electronically; and
- (h) apply to the court if the society's activities are being oppressive or unfairly prejudicial to one or more members.

4.3.3 Associate and Honorary Members

Associate and Honorary Members have the right to:

- (a) request to inspect any required records in accordance with section 3.2.5 Inspection of Records; and
- (b) apply to the court if the society's activities are being oppressive or unfairly prejudicial to one or more members.

4.4 OBLIGATIONS OF MEMBERSHIP

4.4.1 Membership obligations

All Members:

- (a) must uphold the constitution and comply with these bylaws;
- (b) agree to be bound by decisions of the Society and the Board that are made in accordance with the legislation, constitution or these bylaws;
- (c) are not liable for the debts or liabilities of the Society; and
- (d) are liable for payment of membership fees and annual dues where applicable.

4.4.2 Individual membership

Individual members:

- (a) must be accepted by the Board to become an Individual Member;
- (b) must be in good standing to be eligible for nomination and to vote at a general meeting; and
- (c) by accepting membership, agree to be bound by the decision of the society or the Board that are made in accordance with the Constitution or these bylaws.

4.4.3 Associate membership

Associate Members:



- (a) must be accepted by the Board to become an Associate Member;
- (b) by accepting membership, agree to be bound by decision of the society or the Board that are made in accordance with the Constitution or these bylaws.

4.4.4 Honorary membership

Honorary Members:

- (a) must be appointed by the Board as Honorary Member;
- (b) must uphold the Constitution and comply with these bylaws;
- (c) by accepting membership, agree to be bound by the decision of the society or the Board that are made in accordance with the Constitution or these bylaws.

4.4.5 Membership fees

Membership fees will:

- (a) be paid at the time of applying for membership and annually thereafter;
- (b) not be prorated (that is, if an individual joins part way through the year, the full membership fee will apply); and
- (c) be waived by the Board if deemed in the best interest of the society.

The Board will:

- (a) determine the amount, if any, of:
 - (i) membership fees; and
 - (ii) annual dues for a minimum of one year or periods in excess of one year; and
- (b) pass membership fees and annual dues with a simple majority.

The Board may:

- (a) charge interest payable on outstanding amounts; and
- (b) set increases for membership fees and annual dues in their sole best judgment.

4.5 DURATION OF MEMBERSHIP

4.5.1 Individual membership

Individual membership ends when the individual:

- (a) resigns in writing;
- (b) no longer meets the required qualifications of being an Individual Member;
- (c) has not paid their dues, when due, by the month following the end of the financial year;
- (d) is expelled; or
- (e) dies.



4.5.2 Associate membership

Associate membership ends when:

- (a) the organization, company or partnership ceases to operate;
- (b) the individual resigns in writing; or
- (c) the Associate Member is expelled.

4.5.3 Honorary membership

Honorary membership ends when the individual:

- (a) resigns in writing;
- (b) is expelled; or
- (c) dies.

4.5.4 Member not in good standing

The Board may, if the member is not in good standing:

- (a) suspend;
- (b) reinstate; or
- (c) terminate membership.

The Board must give the member:

- (a) not less than 14 calendar days' written notice of the time and place of the Board meeting at which the vote to suspend the membership is to be taken;
- (b) the reason(s) for the proposed suspension; and
- (c) the opportunity to provide a written submission before the Board votes on the resolution.

Any member who is not in good standing is not entitled to vote:

- (a) in person at a meeting;
- (b) in writing on a consent resolution;
- (c) in advance of the meeting when advance voting is permitted; or
- (d) in any other manner.

4.5.5 Disciplining or expelling a member

The Board may:

- (a) establish the grounds for disciplining or expelling a member;
- (b) stipulate the conditions under which sanctions or other disciplinary actions may be lifted; and
- (c) stipulate the conditions under which an application for reinstatement of membership may be considered.



The Board, to determine the appropriate action with respect to the member, may:

- (a) hold a hearing; and/or
- (b) refer the matter to the membership.

The Board will provide:

- (a) not less than 14 calendar days' written notice of the time and place of the Board hearing;
- (b) the reason(s) for the proposed discipline; and
- (c) the opportunity for the member to provide a written submission before the Board votes on the resolution.

The member may appeal the decision to expel to the society's membership.

The appellant:

- (a) may present a written statement (not to exceed 200 words) or may speak to the membership; but
- (b) may not be present during the discussion or vote.

Individual members will vote by ballot on a motion to uphold or overturn the Board's decision to revoke membership.

To pass the appeal, the motion requires a special resolution.

4.5.6 Upon termination of membership

Any money the member owes the society when membership ceases remains payable.

The member will not be refunded any part of the dues that have been paid.

5 MEETINGS OF MEMBERS

There are two kinds of general meetings of the members:

- (a) the annual general meeting; and
- (b) special general meetings.

5.1 CALLING GENERAL MEETINGS

5.1.1 Notice of general meetings

The Board must:

- (a) give members no more than 60 calendar days' and no less than 7 calendar days' notice in advance of the meeting;
- (b) select a location within the Capital Regional District of Greater Victoria, British Columbia, for the meeting;
- (c) state the date and time of meeting in the notice; and
- (d) attach the agenda of the business to be transacted in the notice.



The Board will:

- (a) send the notice to the members' email addresses on file; and
- (b) post the notice on the society's website.

A member:

- (a) may waive his/her entitlement to be notified of a general meeting; and
- (b) is deemed to have waived entitlement to notification if the member:
 - (i) is present at the meeting; unless
 - (ii) he or she is there to object that the meeting is not lawfully called.

5.2 CONDUCT OF GENERAL MEETINGS

5.2.1 Quorum for general meetings

Quorum for general meetings:

- (a) is 12 Individual Members; and
- (b) includes those Individual Members who have registered advance votes.

If there is no quorum:

- (a) within 30 minutes from the time the meeting was set to start, the meeting:
 - (i) is terminated if it was requisitioned; or
 - (ii) stands adjourned if it was called until a day within the next 20 calendar days, at the same time and in the same place; and
 - (iii) if at the adjourned meeting a quorum is not present;
- (b) within 30 minutes of the start time for the adjourned meeting, the voting members will constitute quorum for that meeting.

At any time during a general meeting:

- (a) business in progress is suspended until quorum is again present; and
- (b) after 15 minutes, the meeting is terminated if it was requisitioned; or
- (c) after 15 minutes, the meeting stands adjourned if it was called until the same day in the next week, at the same time and in the same place.

5.2.2 Order of business at general meetings

The general order of business is:

- (a) the election of a chair if necessary;
- (b) determining that there is a quorum;
- (c) approval of the agenda;
- (d) approval of the minutes of the last general meeting;
- (e) dealing with unfinished business from the previous general meeting;
- (f) dealing with special business included in the notice calling the meeting; and



- (g) adjourning the meeting.

5.2.3 Chairing general meetings

The President will preside over the general meetings.

If the President is unable to preside, the meeting will be chaired by:

- (a) the Vice-President;
- (b) a Director if the Vice-President is unable to preside; or
- (c) if none of these is available within 15 minutes of the time set for the meeting, the members present will elect a member to preside.

5.2.4 Participating in general meetings

All members:

- (a) have the right to attend all general meetings; and
- (b) may participate in all proceedings:
 - (i) in person; or
 - (ii) by telephone; or
 - (iii) using any electronic communication medium as long as all meeting participants are able to communicate with each other.

5.2.5 Proposing items for general meetings

Individual Members may propose items to be included in the agenda for an annual general meeting.

The proposal must:

- (a) be submitted by a minimum of 5% of the Individual Members;
- (b) include the names and signatures of the members making the proposal;
- (c) include one statement in support of the proposal to be included in the meeting notice;
- (d) include a description on the proposal that together with the statement for the notice does not exceed 200 words; and
- (e) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.

5.3 VOTING

5.3.1 Voting at general meetings

Only Individual Members have voting rights.

Each Individual Member:

- (a) has only one vote;
- (b) may exercise that vote on every matter; and



(c) may only vote if they are in good standing.

The President does not have a second or casting vote.

If a vote is tied, the proposed resolution does not pass.

5.3.1.1 Voting methods

Members vote by:

- (a) show of hands, oral vote or any other method as long as the voters' intent is clear;
or
- (b) ballot:
 - (i) if the motion is with respect to an identifiable company or individual;
 - (ii) before or after a vote conducted as in (a) above, if the members present at the meeting vote by simple majority in favour of a ballot; or
 - (iii) at the direction of the chair.

5.3.1.2 Advance voting

The Board:

- (a) may, at their sole discretion, grant Individual Members the right to vote in advance of a general meeting;
- (b) will include the permission for advance voting in the notice calling the meeting;
- (c) will send the notice with the permission to all Individual Members;
- (d) will establish the procedures of advance voting;
- (e) count the advance votes at the same time that the in-person votes are counted for each resolution;
- (f) will count the Individual Members who vote in advance as part of quorum.

Individual Members voting in advance must:

- (a) be a member in good standing;
- (a) clearly indicate their vote/s on some or all of the motions being proposed;
- (b) submit their vote/s in writing using any electronic communication medium; and
- (c) ensure that the Secretary or designate receives their vote/s at least 48 hours before the meeting.

5.3.1.3 Voting results

The chair will announce the outcome of each vote.

The Secretary or Secretary-Treasurer will record the motion and results in the minutes of the meeting.

5.3.1.4 Proxy voting

Proxy voting is not permitted.



5.3.2 Adjourning general meetings

The chair:

- (a) may adjourn a meeting; and
- (b) will adjourn a meeting if so-directed by a simple majority of the voting members present.

The business at an adjourned meeting is restricted to the unfinished business from the adjourned meeting.

Unless the meeting is adjourned for 30 calendar days or more, the Board does not have to give notice of the:

- (a) adjourned meeting; or
- (b) the business to be transacted at the adjourned meeting.

5.4 ANNUAL GENERAL MEETINGS

The Board must call an annual general meeting to be held no later than six months after the end of the financial year.

5.4.1 Order of business at the AGM

Ordinary business at the AGM is the:

- (a) adoption of the rules of order;
- (b) consideration of the financial statements;
- (c) consideration of any reports from the Directors;
- (d) business arising out of any Directors' report that does not require a special resolution;
- (e) consideration of any auditors reports;
- (f) consideration of any special resolutions, if any;
- (g) election and appointment of Directors; and
- (h) appointment of an auditor.

5.4.2 Proposing items for an AGM

Individual Members may propose items to be included in the agenda for an annual general meeting.

The proposal must:

- (a) be submitted by a minimum of 5% of the Individual Members;
- (b) include the names and signatures of the members making the proposal;
- (c) include one statement in support of the proposal to be included in the meeting notice;



- (d) include a description on the proposal that together with the statement for the notice does not exceed 200 words; and
- (e) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.

5.4.3 Adjourning an AGM

The chair:

- (a) may adjourn a meeting; and
- (b) must adjourn a meeting if so-directed by a simple majority of the voting members present.

The business at an adjourned meeting is restricted to the unfinished business from the adjourned meeting.

Unless the meeting is adjourned for 30 days or more, the Board does not have to give notice of the:

- (a) adjourned meeting; or
- (b) the business to be transacted at the adjourned meeting.

5.5 SPECIAL GENERAL MEETINGS

5.5.1 General order of business for a Special General Meeting

The order of business is:

- (a) determine that there is a quorum;
- (b) call the meeting to order;
- (c) approve the agenda;
- (d) deal with special business included in the notice calling the meeting; and
- (e) adjourn the meeting.

5.5.2 Called by the Board

The Board:

- (a) may call a general meeting at any time;
- (b) must provide notice of the meeting no more than 60 calendar days before and no less than 7 calendar days before the meeting;
- (c) must send the notice of the meeting to all voting members; and
- (d) may send the notice by email.

The proceedings at the meeting are valid even if the Board accidentally omits to send the notice to a voting member or if the member does not receive the notice.

5.5.3 Requisitioned by members

Individual Members may requisition a general meeting.



The requisition:

- (a) must be submitted by at least 10% of the Individual Members;
- (b) must show the names and signatures of the requisitionists;
- (c) must state the business to be discussed in no more than 200 words, including any special resolution the requisitionists wish to have considered;
- (d) may be made in a single record or may be several records in similar form;
- (e) must be delivered to the society's registered address; and
- (f) must be sent to all Directors.

The Board must:

- (a) call the meeting within 21 calendar days of receiving the requisition or, failing to do so, the majority of the requisitionists may call the meeting;
- (b) hold the meeting within no more than 60 calendar days after receiving the requisition;
- (c) send the notice in the same manner as if they had called the meeting; and
- (d) conduct the meeting for the sole purpose stated in the requisition.

The society will reimburse the requisitionists for costs reasonably incurred unless the members vote not to do so by an ordinary resolution at the meeting.

5.5.4 Ordered by the court

The court may order that a general meeting be held:

- (a) at the request of a voting member or a Director; or
- (b) for any reason the court considers appropriate.

The court:

- (a) will direct how the meeting will be called, held and conducted;
- (b) will specify the notice, date, time, location and manner; and
- (c) may order that the quorum be varied or dispensed with at the meeting.

6 DIRECTORS

6.1 QUALIFICATIONS

6.1.1 Elected Directors

A Director must be an Individual Member who:

- (a) is a resident of the Capital Regional District of Greater Victoria or Vancouver Island, British Columbia;
- (b) has not been found to be incapable of managing his/her own affairs by any court in Canada or elsewhere;



- (c) is not an undischarged bankrupt;
- (d) has not been convicted in any jurisdiction 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
 - the end of the period set for suspension of the passing of sentence without a sentence having been passed,
 - the imposition of a fine,
 - the end of the term of imprisonment, and
 - the end of the term of any probation, or
 - (iii) 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;
- (e) is in good standing;
- (f) has met the qualifications in accordance with these bylaws;
- (g) has agreed in writing to serve on the Board; and
- (h) is elected or appointed in accordance with these bylaws.

Directors are required to:

- (a) inform the chair should their circumstances change during their term of office that may affect their continued eligibility; and
- (b) confirm their continued qualification prior to each Annual General Meeting.

Directors who cease to be qualified to be Directors must promptly resign.

6.2 REMUNERATION OF DIRECTORS

The Society does not permit Directors to:

- (a) receive or be entitled to receive remuneration;
 - (i) under contracts of employment, or
 - (ii) contracts for services unless approved by the Individual Members at a general meeting or by the Board; and
- (b) receive remuneration for being a Director, but will be reimbursed for reasonable expenses incurred in performing their duties as a Director.

6.3 ELECTION OR APPOINTMENT OF DIRECTORS

At the AGM, the members will elect or appoint:

- (a) a minimum of five (5); and
- (b) a maximum of nine (9) Directors.

The Society does not permit nominations from the floor.



The Past-President serves *ex officio* so is in addition to these numbers.

6.4 ELECTION OF OFFICERS

The Officers are the:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer or Secretary-Treasurer.

Officers will be elected from the Directors by the Board at the first Board meeting after the AGM.

Directors-at-large are elected or appointed to positions on the Board in addition to the Officers.

The Past-President is not elected but may be a member of the executive committee.

6.5 TERMS OF OFFICE

6.5.1 Elected Directors

Members elect Directors at the AGM.

Directors:

- (a) hold office for:
 - (i) a maximum of three consecutive two-year terms, serving a total of six (6) years on the Board; and
 - (ii) have the option to stand for re-election at the end of their first and second terms.

6.5.1.1 End of Term of Office

A Director ceases to hold office when he or she:

- (a) reaches the end of the term of office;
- (b) resigns from the Board;
- (c) is deemed to have resigned by, without a reason acceptable to the Board, not attending:
 - (i) three consecutive meetings; or
 - (ii) more than 70% of the meetings in a 12-month period; or
- (d) ceases to be an Individual Member;
- (e) is removed from office by the members; or
- (f) dies.



6.5.1.2 Vacant positions

The position is considered to be vacant when the Director ceases to hold office (see 6.5.1.1 above).

The Board may appoint an Individual Member to fill the vacant position until:

- (a) the next AGM; or
- (b) the end of the term of the Director.

The Individual Member:

- (a) must be qualified in accordance with these bylaws; and
- (b) must consent in writing to be appointed.

6.6 RESIGNATION OF DIRECTORS

A Director who intends to resign must:

- (a) do so in writing; and
- (b) stipulate if the resignation is effective:
 - (i) when the society receives the resignation;
 - (ii) on a specified date; or
 - (iii) on the occurrence of a specified event.

6.7 REMOVAL OF DIRECTORS

The Board:

- (a) may hold a preliminary hearing with a Director whose conduct, in their opinion, has been inimical to the interests of the Society;
- (b) will conduct the hearing with the intent of resolving any concerns about those actions and future actions;
- (c) must give the Director in question:
 - (i) not less than 14 calendar days' written notice of the time and place of the Board meeting at which the hearing is to be conducted;
 - (ii) the reason(s) for the concerns; and
 - (iii) the opportunity to speak to the Board and / or provide a written submission; and
- (d) may, if they remain concerned, refer the matter to the Individual Members for a decision.

The Director:

- (a) may appeal the Board's recommendation to the Members;
- (b) may present a written statement (not to exceed 200 words);
- (c) may speak to the Members; but
- (d) may not be present during the discussion or vote.



The Individual Members:

- (a) can remove a Director from office by special resolution for conduct which, in their sole opinion, is inimical to the interests of the Society;
- (b) may, by ordinary resolution, elect another Member to serve as Director for the balance of the term of the removed Director; and
- (c) will conduct all votes on the issue by ballot.

6.8 DUTIES OF DIRECTORS

6.8.1 Fiduciary duties

The Directors and CEO must:

- (a) act honestly and in good faith with a view to the best interests 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 this *Act* and the *Regulations*; and
- (d) subject to paragraphs (a) to (c), act in accordance with these bylaws.

Without limiting the above, Directors and CEO must act with a view to the society's purpose.

Nothing in a contract or the bylaws of a society relieves a Director from:

- (a) the duty to act in accordance with this *Act* and the *Regulations*; or
- (b) liability for any negligence, defaults, breach of duty or breach of trust.

6.8.2 Confidentiality

The Directors:

- (a) must strictly adhere to all privacy legislation that applies to the society; and
- (b) must maintain confidentiality both during and after their term of office.

6.8.3 Conflict of interest

A conflict of interest could arise if a Director or CEO has a direct or indirect material interest in:

- (a) an actual or proposed contract or transaction; or
- (b) a matter under consideration that could result in a duty or interest that materially conflicts with the person's duty or interest as a Director or CEO.

The Director or CEO:

- (a) must disclose fully and promptly to the other Directors the nature and extent of the interest;
- (b) abstain from voting on the contract, transaction or matter under consideration;
- (c) leave the Directors' meeting, if any, when the issue is discussed;



- (d) may be present to provide information; and
- (e) must not act in any way to influence the discussion or vote.

The conflict of interest must be recorded in:

- (a) the minutes of the Board meeting where the conflict of interest was disclosed; or
- (b) the consent resolution of Directors with respect to the conflict of interest.

A Director or CEO found to be in conflict of interest must pay an amount equal to any profit unless after disclosure, the contract or transaction is accepted by:

- (a) a Board resolution, or
- (b) a special resolution by the members.

6.8.4 Appointment of CEO

The Board must:

- (a) appoint a CEO to exercise the Directors' authority to manage the activities of the whole society;
- (b) not appoint a Director to act as a CEO of the society; and
- (c) appoint:
 - (i) an acting CEO from within the society upon recommendation from the CEO; or
 - (ii) an outside person to manage the activities of the society on an interim basis.

The President will make the formal appointment on behalf of the Board.

6.8.4.1 CEO qualifications

The CEO so appointed:

- (a) must be at least age 18;
- (b) must be a resident in the Capital Regional District of Greater Victoria, British Columbia;
- (c) cannot have been found to be incapable of managing his/her own affairs by any court in Canada or elsewhere;
- (d) cannot be an undischarged bankrupt;
- (e) cannot have been convicted in any jurisdiction 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
 - the end of the period set for suspension of the passing of sentence without a sentence having been passed,
 - the imposition of a fine,
 - the end of the term of imprisonment, and



- the end of the term of any probation, or
- (iii) 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;
- (f) must meet the same qualifications as that of a Director;
- (g) will be a non-voting member; and
- (h) must fully and promptly disclose the nature and extent of the CEO's interest in a proposed or actual contract or transaction of the society.

6.9 PROTECTION OF DIRECTORS

6.9.1 Limits of liability

A Director of a society is not liable for the consequences of any decision or action if he or she:

- (a) carried out the duties reasonably and in good faith in the best interests of the society;
- (b) relied on:
 - (i) the financial statements,
 - (ii) audit report,
 - (iii) written report from a qualified professional,
 - (iv) a statement of fact from another Director, or
 - (v) any information a court considers provides reasonable grounds for the actions;
- (c) exercised the care, diligence and skill that a Director would exercise in comparable circumstances; or
- (d) subject to acting in accordance with the *Act*, *Regulations* and the bylaws of the society.

6.9.2 Liability insurance

The society:

- (a) will purchase and maintain insurance to protect the Directors and the senior managers against any liability that may be incurred by having been a Director or a senior manager.

6.9.3 Indemnification

The society:

- (a) may purchase insurance to indemnify the Directors and the senior managers in respect of legal proceedings or investigative actions; and
- (b) pay expenses actually and reasonably incurred.

6.9.4 Remuneration and reimbursement

Directors:



- (a) will not be paid for their service as Directors;
- (b) will be reimbursed for reasonable expenses incurred in performing their duties as directors; and
- (c) may receive remuneration for services under contracts for services.

7 BOARD

7.1 RESPONSIBILITY

The Board:

- (a) oversees the management of the society's activities and internal affairs; and
- (b) has the power to deal with all business of the society between general meetings.

7.2 COMPOSITION

7.2.1 Directors

The Board:

- (a) will be composed of a minimum of five (5) and a maximum of nine (9) Directors, excluding the Past-President;
- (b) will ensure that in composite, the Board has the skills, experience and expertise it requires; and
- (c) will ensure that the terms of the positions to be filled are set such that there is an orderly turn-over on the Board.

7.2.2 Officers

The Officers are the:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer; or
- (e) Secretary-Treasurer.

7.2.2.1 Election of the Officers

The Board:

- (a) elects the Officers from the Directors;
 - (i) the President who has served at least one year on the Board; and
 - (ii) the remaining Officers.
- (b) conducts the election at the first Board meeting after the Annual General Meeting;
- (c) elects the Officers to hold office for one year or until their successor has been elected; and



(d) may fill a vacant Officer position with another Director or an Individual Member.

7.2.2.2 Vacant Officer position

An Officer position becomes vacant when:

- (a) the Officer's term of office expires;
- (b) the Officer:
 - (i) ceases to be a member of the society;
 - (ii) ceases to be a Director;
 - (iii) resigns from the office;
 - (iv) is deemed to have resigned or
 - (v) dies; and
- (c) the Officer is deemed to have resigned when, without a reason acceptable to the Board, they have not attended:
 - (i) three consecutive meetings; or
 - (ii) 70% of the meetings in a 12-month period.

7.2.3 Committees of the Board

The Board:

- (a) may establish standing committees; and
- (b) may, as needs arise, establish *ad hoc* committees.

Committees of the Board:

- (a) are advisory to the Board;
- (b) will be chaired by a Director;
- (c) will report to the Board on a timely basis;
- (d) may make recommendations to the Board; and
- (e) do not have decision-making powers.

If any member of a committee is unable to serve for the term, the Board may appoint another member to serve the remainder of the term.

7.2.4 Standing Committees

The Board:

- (a) appoints the chair and members of the Standing Committees;
- (b) may remove the chair of a standing committee by a simple majority; and
- (c) may remove a member of a standing committee by a simple majority.

7.2.4.1 Executive Committee

The Executive Committee:

- (a) responsibilities are to act for the Board between Board meetings and advise and make recommendations to the Board on:



- (i) essential actions before board meetings; and
- (ii) leadership to the board in its planning process;
- (b) chair is the President;
- (c) members are the appointed Officers;
- (d) meets at least quarterly;
- (e) quorum is two members; and
- (f) minutes are taken by a member appointed by the committee.

7.2.4.2 Finance Committee

The Finance Committee:

- (a) responsibilities are to advise the Board and make recommendation to the Board on:
 - (i) the purchase and sale of securities;
 - (ii) the investment of the Society's funds;
 - (iii) the administration of any endowments or gifts received by the Society; and
 - (iv) all the financial aspects of the Society's operations;
- (b) chair is the Treasurer;
- (c) members are appointed by the Treasurer;
- (d) meets at least quarterly;
- (e) quorum is two members; and
- (f) minutes are taken by a member appointed by the committee.

7.2.4.3 Nominating Committee

The Nominating Committee:

- (a) responsibilities are to:
 - (i) seek nominations for election to the Board;
 - (ii) establish nomination rules and procedures;
 - (iii) ensure that nominees meet the qualifications for Directors as outlined in section 6.1 Qualifications;
- (b) chair is the Past-President;
- (c) members:
 - (i) may not be standing for election;
 - (ii) will include the Vice-President;
 - (iii) are appointed by the Past-President;
- (d) meets as required prior to the Annual General Meeting;
- (e) quorum is two members; and
- (f) minutes are taken by the member appointed by the committee.



7.2.5 Ad Hoc Committees

The Board will:

- (a) set the Terms of Reference for each ad hoc committee it establishes;
- (b) appoint the members;
- (c) may appoint the chair or permit the committee to select the chair from among themselves; and
- (d) will dissolve the committee upon the completion of the tasks.

7.3 MEETINGS

7.3.1 Calling Board meetings

The Directors elected at the Annual General Meeting and those Directors whose terms of office continue after the Annual General Meeting:

- (a) may meet immediately following the Annual General Meeting to:
 - (i) elect the Officers, and
 - (ii) set the Board meeting schedule;
- (b) if there is a quorum of the Board present; and
- (c) do not have to issue a notice of meeting.

The Board:

- (a) will normally meet at least quarterly;
- (b) may not meet during summer months or in December;
- (c) may set the schedule in advance for the year;
- (d) may additionally meet at the call of the President or Vice-President; and
- (e) will meet at the call of two of the Directors.

The President, or in his/her absence, the Vice-President:

- (a) will call a meeting of the Board:
 - (i) in accordance with a schedule agreed to by the Directors; and
 - (ii) at any time the President considers it necessary;
- (b) must call a meeting of the Board if requested to do so in writing by two members of Board;
- (c) will provide notice at least 7 calendar days in advance unless all the Directors; and
- (d) agree to a shorter notice period.

7.3.2 Holding Board meetings

The Board:

- (a) may meet:



- (i) at any location in the Capital Regional District of Greater Victoria, British Columbia,
 - (ii) on any notice, and
 - (iii) in person, by telephone, or using any electronic communication medium as long as all the Directors are able to communicate with each other;
- (b) may pass resolutions without a meeting if all Directors consent to the resolution in writing; and
- (c) may regulate their meetings and proceedings as they think fit.

7.3.3 Attendance at Board meetings

The Executive Director:

- (a) is required to attend Board meetings to support the Board.

7.3.4 Quorum for Board meetings

Quorum for Board meetings is a simple majority (50% + 1) of the Directors.

Directors attending the meeting by any means are counted in quorum.

A Director who is excluded from a meeting because of a conflict of interest is counted in quorum.

7.3.5 Voting

The President:

- (a) has only one vote as a Director; and
- (b) does not have a casting vote.

Each Officer and Director:

- (a) has one vote; and
- (b) may register his or her vote(s) on all matters in advance if he / she is unable to attend the meeting.

7.4 DUTIES

7.4.1 Board

The Board:

- (a) manages or oversees the management of the Society's activities and internal affairs;
- (b) may set policies governing the operation of the Society;
- (c) has the power to deal with all Society business between general meetings;
- (d) may exercise those powers, including borrowing, subject to:
 - (i) all laws affecting the Society;
 - (ii) the purpose stated in the constitution;
 - (iii) these bylaws; and



(iv) policies set by the Board that are consistent with the bylaws.

7.4.2 President

The President will chair the Board and general meetings.

The chair:

- (a) may move or second a resolution;
- (b) may vote on motions except when in conflict of interest;
- (c) may delegate responsibilities to Directors on the Board;
- (d) sits as an *ex officio* member on all other committees of the Board;
- (e) provides leadership and direction to the Board and committees;
- (f) represents the society in public presentations; and
- (g) performs such other duties as may be determined by the Board from time to time.

7.4.3 Vice-President

The Vice-President:

- (a) will carry out the duties of the President if the President is absent or otherwise unable to act;
- (b) may move or second a resolution;
- (c) may vote on motions except when in conflict of interest; and
- (d) performs such other duties as may be determined by the Board from time to time.

7.4.4 Secretary

The Secretary:

- (a) conducts the correspondence of the Board and of the society;
- (b) issues notices of Board meetings and general meetings;
- (c) takes and stores minutes of general and Board meetings;
- (d) has custody of all society and Board records and documents except those kept by the Treasurer;
- (e) has custody of the society's seal;
- (f) maintains the register of members;
- (g) submits all documents as required by the Registrar;
- (h) may move or second a resolution;
- (i) may vote on motions except when in conflict of interest; and
- (j) performs such other duties as may be determined by the Board from time to time.

If the Secretary is absent from a meeting, the Board will appoint another person to act as Secretary for the meeting.



The Secretary duties may be delegated to an employee of the society.

If the tasks are delegated, the employee is accountable to the Secretary for their execution.

7.4.5 Treasurer

The Treasurer:

- (a) ensures that the financial records, including the books of account, are kept in accordance with generally accepted accounting principles (GAAP);
- (b) arranges for the preparation of the financial statements necessary to comply with the legislation;
- (c) provides financial statements to the Board, members and others when required;
- (d) arranges for the annual audit;
- (e) ensures that all accounts receivable and accounts payable are attended to and realized in a timely manner;
- (f) ensures that all funds are properly secured;
- (g) may move or second a resolution;
- (h) may vote on motions except when in conflict of interest; and
- (i) performs such other duties as may be determined by the Board from time to time.

7.4.6 Secretary-Treasurer

The Secretary-Treasurer:

- (a) will carry out all the duties of the Secretary and Treasurer if held by one person;
- (b) may move or second a resolution;
- (c) may vote on motions except when in conflict of interest; and
- (d) performs such other duties as may be determined by the Board from time to time.

7.4.7 Directors at Large

The Directors at Large:

- (a) may move or second a resolution;
- (b) may vote on motions except when in conflict of interest; and
- (c) perform such other duties as may be determined by the Board from time to time.

7.4.8 Past-President

The Past-President:

- (a) assists the President so as to maintain continuity in an advisory capacity;
- (b) performs such other duties as may be determined by the Board from time to time;
- (c) will remain on the Board for a maximum of one year;



- (d) may not move or second a resolution;
- (e) has no voting rights; and
- (f) may be a member of the Executive Committee.

8 FINANCE

8.1 DISTRIBUTION OF ASSETS AND INCOME

The society will not distribute any gains, profits or dividends to the members and no part of the capital, assets, or earnings will inure to the benefit of any of the members.

The society will not declare any dividend or distribute any of its property among the members during the existence of the society or upon its winding up or dissolution.

8.2 FINANCIAL YEAR

The financial year is from April 1 to March 31 in each year.

The Board may change the financial year but:

- (a) must ensure that the financial reports and financial statements reflect this change;
- (b) must inform the auditor;
- (c) must take the changed date into consideration when setting the Annual General Meeting; and
- (d) must inform the members of the change at the next Annual General Meeting.

8.3 BANKING

All society funds will be deposited:

- (a) in a financial institution that;
 - (i) is regulated by the Superintendent of Financial Institutions;
 - (ii) is regulated under the *Financial Institutions Act* (BC);
 - (iii) carries on a banking business; and
 - (iv) is selected by the Board; and
- (b) to the credit of the society.

The Board will:

- (a) determine the criteria and levels of authority for signing authorities;
- (b) select signing authorities on an annual basis after the AGM; and
- (c) have any two of the authorized signatories approve each payment from the account.

8.4 PAYMENT OF ANNUAL DUES

Annual dues are due on April 1 of each year in alignment with the society's financial year.

Members are:



- (a) liable for the payment of annual dues within 30 calendar days from the due date; and
- (b) not eligible to vote unless dues are paid in full.

8.5 INVESTMENTS

The Board may, at their discretion:

- (a) invest its funds; and
- (b) do so without regard to the proportion of particular types of securities.

The Board must ensure that the investment is one that a prudent investor may make.

8.6 BORROWING POWERS

The Board may, at their discretion:

- (a) borrow money; and
- (b) issue bonds, debentures, notes or other evidences of debt obligations,
 - (i) at any time;
 - (ii) to any person; and
 - (iii) for any consideration.

8.7 FINANCIAL STATEMENTS

The Board must present to its members at each AGM:

- (a) financial statements in relation to the period:
 - (i) beginning immediately after the end of the preceding financial year; or
 - (ii) ending not more than six months before the AGM at which the financial statements are to be presented; and
- (b) the auditor's report, if any, on those financial statements.

Financial statements must include:

- (a) a note on the remuneration paid to directors, by title but not by name, showing:
 - (i) the amount paid; and
 - (ii) the capacity in which the director acted (as a director or in another capacity); and
- (b) a list of the top ten contractors and employees where the amount of remuneration was at least \$75,000, showing the:
 - (i) total number of persons; and
 - (ii) total amount of remuneration paid.

8.8 AUDIT OF ACCOUNTS

The members, at each Annual General Meeting:



- (a) must appoint an auditor to hold office until the end of the following Annual General Meeting by ordinary resolution;
- (b) may not appoint a Director to be the auditor; and
- (c) may remove an auditor by ordinary resolution and appoint another auditor by ordinary resolution.

The Board:

- (a) may, if there is a vacancy in the office of the auditor created in any way except through the removal by members, appoint an auditor for the remainder of the term; and
- (b) may leave the position vacant until the next Annual General Meeting if the audit report for the period has been completed and the report accepted.

8.8.1 Qualifications

The auditor must be:

- (a) a member of, or a partner in a partnership whose partners are members of:
 - (i) a Provincial or Territorial Institute/Ordre of Chartered Accountants within Canada, or
 - (ii) the Certified General Accountants Association of British Columbia, or
 - (iii) is certified by the Auditor Certification Board under the BC *Business Corporations Act*; or
 - (iv) any body replacing those organizations;
- (b) independent of the society; and
- (c) may be removed by ordinary resolution of the Members at a general meeting.

8.8.2 Duties and rights of the auditor

The auditor:

- (a) has the right to access all records, documents, books, accounts and vouchers of the Society;
- (b) is entitled to require information and explanation from the Board related to their duties and actions; and
- (c) may attend or may be required to attend general meetings where the financial statements and the audit report on those is presented to the Members.

9 DISSOLUTION OF THE SOCIETY

Before dissolution, the Society:

- (a) must pay all its liabilities or make adequate provision for their payment;
- (b) must get member approval by an ordinary resolution for the distribution to any qualified recipient; or



- (c) may approve the distribution by directors' resolution if passing an ordinary resolution is not possible.

10 AMENDMENTS

The members may amend these bylaws:

- (a) at a duly called general meeting; and
- (b) by special resolution.