

# **CASTLEGAR MINOR SOCCER ASSOCIATION CONSTITUTION**

1. The name of the society shall be Castlegar Minor Soccer Association, which shall be referred to herein as CMSA.
2. The objective of CMSA is:
  - a. To organize and promote youth soccer for Castlegar area youth
3. The operations of CMSA are centered in the City of Castlegar, but also involve the surrounding communities, and at times, . will be carried on throughout the Province of British Columbia.
4. The Association shall be carried on without purpose of gain for its members and any profits or other accretions to the Association shall be used for promoting its objects.
5. In the event of the winding up or dissolution of the Association, any funds of the Association remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations concerned with social problems or organizations promoting the same objects as the Association, as may be determined by the members of the Association at the time of winding up or dissolution, and if the effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization provided that such organization referred to in this paragraph shall be a charitable organization, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect.
6. Clauses 4 and 5 are unalterable in accordance with Section 17 of the Societies Act.

## **ARTICLE I – MEMBERSHIP**

Terms under which a person may be admitted to the Association.

1. There shall be the following classes of membership:
  - a. Individual Membership;
  - b. Honourary Lifetime Membership;
  - c. Institutional Group Membership;
  - d. Like-Minded Organizations Group Membership;
  - e. Commercial Group Membership.
2. Any person interested in, or in any way connected with the teaching of political studies may apply to the Membership Chair for an Individual Membership in the Association.
3. Any person studying in a post secondary institution who is interested in, or in any way connected with the teaching of political studies may apply to the Membership Chair for an Individual Membership in the Association.
4. Any person may at the discretion of the Executive Committee be honoured for their outstanding contribution to the profession with an Honourary Lifetime Membership in the Association.
5. Any group of persons connected with an institution or agency whose members fulfill all of the requirements of individual members, and wish to become group members of the Association may apply to the Membership Chair for Institutional Group Membership.
6. Any not-for-profit organization may apply to the Membership Chair for a Like-Minded Organization Group Membership in the Association if that group has as one of its objects the promotion of teaching of political/governance studies.

7. Any commercial organization, in accordance with the objects of this Association may apply to the Membership Chair for a Commercial Group Membership.
8. Any group accepted for membership under the 'group' classification shall furnish the Executive Committee with a copy of its Constitution.
9. Institutional Group Members and Like-Minded Organization Group Members shall be entitled to one delegate who shall represent them and vote on their behalf at Annual, General or Special meetings of the Association.

## BY-LAWS

10. The Executive Committee has discretion to accept or reject an application for membership in the Association, provided that before membership is accepted, the applicant has paid to the Association the membership fee. The exercise of the said discretion is subject to review at any meeting of the members of the Association.
11. The membership fee for each class of members shall be determined by the Executive Committee from time to time subject to review by the members at a meeting of members of the Association.
12. The Executive Committee shall determine the day in each year when the membership dues for each member shall be paid. This shall be subject to review by the members at a meeting of the members of the Association.

## Rights of Members:

13. The subscribers to this Constitution and these by-laws shall have the same rights as any other individual member and they shall be deemed to be the first members of the Association.
14. Honourary Lifetime members shall have all the rights of an individual member.
15. The duly appointed delegates of institutions, agencies and like-minded organizations who hold group membership in the Association shall have the rights of an individual member.
16. Commercial organizations who hold a group membership shall be entitled to receive one copy of any free publication of the Association, and to attend any meeting or event sponsored by the Association.

## ARTICLE II: TERMINATION OF MEMBERSHIP

### Conditions under which membership in the Association ceases:

1. Any member who desires to withdraw from membership in the Association may notify the Executive Committee in writing to that effect and on receipt by the Executive Committee of such notice the member shall cease to be a member.
2. A member shall cease to be a member if they fail to pay the annual membership fee on the due date

### Conditions Under Which a Member May Be Expelled from the Association:

3. An Individual Member, Honourary Lifetime Member or Group Member may be expelled from the Association by an extra-ordinary resolution of the members passed at a General or Special meeting called for that purpose.

4. At a meeting described in Article II, Clause 3, a member or delegate has the right to speak on their own behalf.

## ARTICLE III – MEETINGS OF MEMBERSHIP

### Month of Annual General Meeting:

1. The Annual General Meeting shall normally be held in the month of April at a place within the province and on a day/days to be fixed by the Executive Committee. The AGM shall coincide with the annual conference of the Association, and the meeting of the Provincial Political Science Articulation Meeting.

### Notice of General and Special Meetings:

2. Every notice of an annual, general or special meeting of the Association shall state the nature of the business of the meeting and such notice shall be given in writing to every member 14 days before such General or Special meeting.

### The Manner In Which Notice Is To Be Given:

3. Notice of any annual, general or special meeting shall be deemed to be given to every member if mailed or handed to every member, and in addition notice shall be deemed to be given to every member if a notice of the annual, general or special meeting is advertised in the newsletter.
4. The Executive Committee, or any two members of the Executive Committee, or five percent (5%) of the membership, but in no case fewer than seven members of the Association may call a Special Meeting of the Association for any purpose.
5. Any person calling a meeting of the membership of the Association pursuant to Article III, Clause 4, shall be responsible for the administration and preparation of the meeting.
6. The rules of procedure at an annual, general or special meeting shall be determined by the Executive Committee, or-in event of a disagreement, Robert's Rules of Order shall determine the procedure at any such meeting.

### Quorum for General and Special Meetings.

7. A quorum for the transaction of business at any Annual, General or Special meeting of the Association shall be five percent (5%) of the membership as they appear on the membership rolls.

### Voting Rights of Members:

8. Only individual members, Honourary Lifetime members, or the duly appointed delegate of institutions, agencies or like-minded organizations who are group members of the Association shall have voting rights; commercial organizations which have group membership shall have no voting rights.

## ARTICLE IV: EXECUTIVE COMMITTEE AND OFFICERS

## Executive Committee:

1. The first Executive Committee of the Association shall consist of the subscribers to this Constitution and these By-laws. This Executive Committee shall all resign at the first Annual General Meeting, at which time a new Executive Committee shall be elected by the membership. The number of Executive Committee members shall be determined at the first Annual General meeting and the number may be varied at future Annual General meetings but in no event shall the number of positions on the Executive Committee be fewer than seven or greater than fifteen in number. At least two members of the Executive Committee shall be normally resident outside of the Lower Mainland of British Columbia. At least two members of the Executive Committee shall be drawn from the College/institute sector. At least two members of the Executive Committee shall be drawn from the University sector.
2. The members of the Executive Committee shall be elected by the members of the Association at the Annual General meeting and hold office for a two-year term, except where stated otherwise. (See Article IV, Sections 15 and 22)
3. The official delegate of an institution, agency or like-minded organization which holds a group membership may be elected or appointed to the Executive Committee.
4. Any temporary vacancy in the Executive Committee may be filled by appointment by the Executive Committee with such appointee to hold office until the next Annual General meeting.
5. The newsletter editor and membership chair, unless they are duly elected voting members, shall be appointed by the Executive Committee and shall be ex-officio members of the Executive Committee. The past president shall also be a member of the Executive Committee.
6. Ex-officio members of the Executive Committee shall be non-voting members of the committee.

## Duties and Powers of the Executive Committee:

7. The management and the administration of the affairs of the Association shall be vested in the Executive committee. In addition to the powers and authority given by the by-laws or otherwise expressly confirmed upon it, the Executive committee may exercise all such powers of the Association and do all such acts on its behalf as are not required by the Societies Act or any of these by-laws required to be exercised by the Association at a General or Special meeting and the Executive Committee shall have full power to make such rules and regulations as it deems necessary, provided that such rules and regulations are not inconsistent with the Constitution of the Association and these by-laws.

## Executive Committee Meetings:

8. The Executive Committee shall determine its own procedure and quorum provided that all proceedings of the Association shall be conducted in conformity with Robert's Rules of Order.
9. A resolution in writing signed by all the members of the Executive Committee shall be valid and effectual as it has been passed at a meeting of the Executive Committee duly called and constituted.
10. Meetings of the Executive Committee may be called by the President, two or more members of the Executive committee. or seven or more members of the Association.

### Removal of Executive Committee Members:

11. Members of the Executive Committee shall cease to hold office upon their ceasing to be members of the Association or upon being absent from four duly called meetings of the Executive Committee; 'out-of-town' members will be expected to attend an annually specified number of meetings.
12. Five percent (5%) of the membership, but in no case fewer than seven members, can require Executive Committee members to call a special meeting of the Association for the purpose of removing any member of the Executive Committee and/or substituting a new member in that position. A majority of those present at the Special Meeting is required for the removal of an Executive Committee member.

### Officers of the Association:

13. The officers of the Association shall consist of the Past President, President, First Vice President, two Second Vice Presidents, Secretary-Treasurer, and Graduate Student Representative.

### Tenure of Office:

14. At the first Annual General meeting in 1995, the President and Vice-President shall be elected to hold office for two years and the Secretary-Treasurer shall be elected to hold office for one year. At the 1995 Annual General, the First Vice-President shall be elected to hold office for two years. Also, at that time, one Second Vice president shall be elected to hold office for one year, serving as Chair of the Conference Committee for the 1996 BCPSA Conference. Another Second Vice-President shall be elected to hold office for two years, serving on the Conference Committee in the first year and serving as Chair of the Conference Committee for the 1997 BCPSA Conference. Thereafter at each Annual General meeting any such office which falls vacant shall be filled by election for a period of two years. Any officer whose term of office has expired may be elected to the same or a different office, but no one shall serve in the same office for more than four consecutive years. In the event of any such office falling vacant during its term, the Executive Committee may appoint any member of the Association to fill such vacancy until the next General Meeting of the Association when such appointment may be confirmed by the membership until the expiration of such term or the appointee may be replaced by the election of any other member of the Association to fill the vacancy during the un-expired portion of such term.

### Duties and Powers of Officers:

15. The President shall be the presiding officer of the Association, the Chair of the Executive Committee and a member, ex-officio, of all committees appointed by the Executive Committee, except the nominating committee. S/He shall have general supervision of all matters and affairs of the Association.
16. The First Vice President shall generally assist the President and shall, in the event of the absence or disability of the President, perform His/her duties and possess his/her authority. The First Vice president shall be Chair of the Advisory Committee on Policy and Action.
17. A person elected as Second Vice-President shall serve on the BCPSA Conference Committee for the first year of office and shall be Chair of the Conference Committee for the second

- year in office. A Conference Committee Chair shall carry out these duties, including planning of the Annual Conference, in accordance with the will of the Executive Committee.
18. The Past President shall advise and assist the Executive Committee and shall act as Chair of the nominating committee. During the term of the first Executive Committee, or prior to there being a Past President, the Chair of the Nominating Committee shall be appointed by the Executive Committee subject to review by the members at a meeting of the members of the Association.
  19. The Secretary-Treasurer shall have charge of all archives of the Association, shall prepare or cause to be prepared and preserved a record of all meetings of the Association and the Executive Committee and shall sign and execute all instruments in the name of the Association when authorized to do so by the Executive committee. S/He shall be the legal custodian of all property of the Association and shall have the care and custody of all monies of the Association and shall deposit same in such bank(s) as shall be designated by the Executive Committee. S/He shall keep or cause to be kept a proper set of books of account of the Association and shall exhibit the same to the Executive Committee when required. S/He shall submit at the Annual Meeting a report of the accounts of the financial condition of the Association and of all monies received and expended by him/her. S/He shall arrange an annual audit of the Association and file annual financial reports in compliance with the Societies Act.
  20. The President, First Vice President, and Secretary-Treasurer shall be the signing officers of the Association. All cheques drawn on the funds of the Association must be signed by any two of the three signing officers.
  21. The President, First Vice President, the Second Vice Presidents, Secretary-Treasurer and Past President shall all be members of the Executive Committee and shall serve a two year term on that committee while they hold office. At the Annual General Meeting in 1995, no more than four Members-At-Large shall be elected to serve two year terms. Thereafter, at each annual general meeting, positions shall be filled for a period of two years except positions which fall vacant prematurely. These shall be filled for the duration of the normal term. Members at large shall fulfill such duties as are determined by the Executive committee. The Executive Committee can delegate duties and powers to the Members at large that are not inconsistent with these by-laws or the Societies Act.
  22. Members of the nominating committee shall not be eligible for Executive Committee elections affected by the Committee's work.

#### Remuneration:

23. No officer, member of the Executive Committee of the Association or any member of the Association may receive remuneration for the performance of their duties.

#### Removal of Officers:

24. Five percent (5%) of the members, but in no case fewer than seven members, can require the Executive Committee members to call a Special Meeting of the Association for the purpose of removing any officer and/or substituting a new member in that position. A majority of those present at the Special Meeting is required for removal of an officer.

#### Election of Officers and Members at Large of Executive Committee:

25. Any member of the Association is eligible to be nominated as an officer or member at-large of the Executive Committee. Nominations must be in writing and must be received at the office of the Association not later than February 1st. Ballot information shall be circulated at least three weeks prior to the annual general meeting where balloting shall take place.

## ARTICLE V – BORROWING POWERS

1. The Executive Committee shall have the power to borrow and raise or secure the payment of money in such a manner as the Association shall think fit and without limiting the foregoing, the Association may issue debentures charged upon all or any of the Association's present or future property, and to purchase, redeem or pay off any such security; provided that debentures shall not be issued without the authority of an extraordinary resolution of the Association.

## ARTICLE VI – AUDITS

1. The Executive Committee shall present before the members of the Association at the Annual General meeting a financial statement showing the income and expenditure, assets and liabilities, of the Association during the preceding fiscal year; the said financial statement shall be signed by two or more members of the Executive Committee or by the Association's auditor.

## ARTICLE VII – THE SEAL

### Custody of the Seal

1. The seal of the Association shall be kept in the custody of the Secretary-Treasurer of the Association.

### Affixing the Seal

2. The seal of the Association shall not be affixed to any document or instrument unless authorized by the Executive Committee and then only by and in the presence of such officers as the Executive Committee may authorize.

## ARTICLE VIII – MAINTENANCE OF MINUTES AND OTHER BOOKS AND RECORDS

1. The Executive Committee shall see that the minutes of members' meetings and the minutes of Executive Committee meetings, and all other necessary books and records of the Association required by its by-laws or by any applicable statute or law are regularly and properly kept.

## ARTICLE IX – INSPECTION OF RECORDS OF THE ASSOCIATION

1. The books and records of the Association shall be open to inspection by the members at any reasonable time and place within seven days notice to the President.

## ARTICLE X – ALTERING THE BY-LAWS AND CONSTITUTION

1. The by-laws and constitution of the Association may be amended at any General, Special or Annual meeting of the Association by an extraordinary resolution adopted by two-thirds majority vote of the members of the Association present at any meeting.
2. Notice to amend the by-laws or constitution shall be given in writing at a meeting of the Association previous to the meeting at which the amendment is to be considered, or circulated to the members 21 days in advance of the meeting at which it is intended to be considered. Notice shall be deemed to be given if it is published in the Association's newsletter 21 days prior to the meeting at which it is intended to be considered.



# Constitution & Bylaws

## Constitution

1. The name of the society shall be: BC ASSOCIATION OF FARMERS' MARKETS
2. The purposes of the society are:
  - a. to support British Columbia producers of agricultural products, food products, and crafts;
  - b. to promote, educate, encourage, develop and support farmers' markets in the communities of BC;
  - c. to educate the public to choose healthy British Columbia grown agricultural products to ensure a secure food system, to reduce the carbon footprint and to ensure the viability of farming into the future;
  - d. to represent the farmers' markets of BC in all matters in which they are generally interested; and
  - e. to advocate to industry, government, agencies, commissions and boards on matters which impact and interest the members.
3. The purposes of the society may be pursued in conjunction with other bodies having complimentary interests to that of the society. This provision is alterable.
4. The society shall be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its objects. In the event of winding up or dissolution of the society, funds and assets of the society remaining after the satisfaction of its debts and liabilities, shall be given to or distributed among such organizations concerned with promoting the same objects of the society as may be determined by the members of the society at the time of winding up or dissolution and if effect cannot be given to the aforesaid provision, then such funds shall be given to or distributed to such other charitable organizations recognized by Revenue Canada as being qualified as such under the provisions of the Income Tax Act, Canada from time to time in effect, the objects of which organizations in the opinion of the directors most closely accord with those of the society. This article is unalterable.

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## Bylaws

### Amendments to By-laws

#### Special Resolution to amend the bylaws:

26(1) To qualify for election as a director, a person must be a member of a farmers' market that is a member of the society and, before accepting nomination, provide to the president or the executive director of the society verification in writing, signed by the member market's president or secretary, that the membership of the member market have supported the nomination by way of an ordinary resolution.

## 26(2) Meeting attendance requirements for BCAFM board of directors

It is the policy of BCAFM that board members must attend conference calls and meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the Board is required to make

If a board member will be absent from all or part of any meeting, the board member is expected to contact the president or executive director as soon as the need to be absent is known

When a board member is absent from any conference call or board meeting, the president or executive director will contact the board member and remind him/her of the meeting attendance policy

If a board member has three consecutive unexcused absences from the conference calls and face to face meetings, the board will ask to remove the board member

The board members of BCAFM may declare the position vacant by a majority vote. The absent member will be notified by mail

Here set out, in numbered clauses, the bylaws providing for matters referred to in section 6(1) of the Society Act and other bylaws.

### 1. **Interpretation:**

1. In these bylaws, unless the context otherwise requires:

**"associate member"** — A person or organization (business, association, institution or government agency) that recognizes and supports the definition of "farmers' market", but is not operating a farmers' market. An Associate or non-voting member will pay a fee in support of the BCAFM;

**"directors"** means the directors of the society for the time being;

**"farmers' market"** means a market comprised exclusively (100%) of vendors who make, bake, grow or raise the products they sell, of which a majority of the vendors are selling farm products of British Columbia origin. These markets must be British Columbia non-profit organizations, whether incorporated or not, with at least 6 vendors, that operate for 2 or more hours per day for a minimum of 4 markets in a year;

**"registered address"** of a member means the member's address as recorded in the register of members; and

**"Society Act"** means the Society Act of British Columbia from time to time in force and all amendments to it.

2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

## **2. Membership:**

1. The members of the society are the applicants for incorporation of the society, and those farmers' markets that subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members. A farmers' market may apply to the directors for membership in the society and on acceptance by the directors is a member.
2. A party qualifying as an associate member may apply to the directors for membership in the society and on acceptance by the directors is an associate member.
3. Every member and associate member must uphold the constitution and comply with these bylaws.
4. The amount of the first annual membership dues and any changes to those dues must be determined at the annual general meeting of the society.
5. A member or associate member ceases to be a member of the society
  - a. by delivering a cancellation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
  - b. on his or her death or, in the case of a corporation, on dissolution,
  - c. on being expelled, or
  - d. on having been a member or associate member not in good standing for 12 consecutive months.
6. A member or associate member may be expelled by a special resolution of the members passed at a general meeting.
7. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
8. The member or associate member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members and associate members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

## **3. Meetings of Members**

1. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3. The directors may, when they think fit, convene an extraordinary general meeting.
4. Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
5. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
6. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

#### 4. **Proceedings at General Meetings**

1. Special business is
  - a. all business at an extraordinary general meeting except the adoption of rules of order, and
  - b. all business conducted at an annual general meeting, except the following:
    - i. the adoption of rules of order;
    - ii. the consideration of the financial statements;
    - iii. the report of the directors;
    - iv. the report of the auditor, if any;
    - v. the election of directors;
    - vi. the appointment of the auditor, if required;
    - vii. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
2. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
3. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
4. A quorum is 5 members present or a greater number that the members may determine at a general meeting.
5. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
6. Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
7. If at a general meeting

- a. there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
- b. the president and all the other directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.

8. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
9. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
10. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
11. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
12. In the case of a tie vote, the chair does have a tie breaking vote if the vote to which he or she may be entitled as a member was not exercised.
13. A member in good standing present at a meeting of members is entitled to one vote. Associate members may participate in the proceedings but do not have a vote.
14. Voting is by show of hands.
15. Voting by proxy is not permitted.
16. A member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

## **5. Directors and Officers**

1. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
  - a. all laws affecting the society,
  - b. these bylaws, and
  - c. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
2. A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
3. The president, vice president, secretary, treasurer and one or more other persons are the directors of the society. The secretary and treasurer may be the same person.
4. The number of directors must be at least 5 but not more than 9.

5. To qualify for election as a director, a person must be a member of a farmer's market that is a member of the society and, before accepting nomination, provide to the president of the society verification in writing, signed by the member market's president or secretary, that the membership of the member market have supported the nomination by way of an ordinary resolution.
6. At the first annual general meeting, five directors shall be elected for a two year term and then four directors shall be elected for a one year term. Thereafter, the term of office for a director shall be two years. A director can only serve for three consecutive terms.
7. Any vacancies not filled by the election may be filled by the directors who are elected, provided five or more of them have been elected.
8. An election may be by acclamation; otherwise it must be by ballot.
9. The election will be for directors and the directors, at their first meeting following their election, shall elect a president, vice-president, secretary and treasurer.
10. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
11. A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
12. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a person qualified to be elected as a director to take the place of the former director.
13. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
14. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
15. A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

#### **6. Proceedings of Directors**

1. The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
2. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
3. The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
4. A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

5. The directors may delegate any, but not all, of their powers to committees consisting of directors or other persons as they think fit.
6. A committee so formed in the exercise of the powers so delegated must conform to any rules 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 held after the act or thing has been done.
7. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes 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 the chair of the meeting.
8. The members of a committee may meet and adjourn as they think proper.
9. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
10. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - a. a notice of meeting of directors is not required to be sent to that director, and
  - b. any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
11. Questions arising at a meeting of the directors or a committee appointed by the directors must be decided by a majority of votes.
12. In the case of a tie vote, the chair has a second or casting vote.
13. A resolution proposed at a meeting of directors or of a committee need not be seconded, and the chair of a meeting may move or propose a resolution.
14. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## **7. Duties of Officers**

1. The president presides at all meetings of the society and of the directors.
2. The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
3. The president must be a signing officer of the society.
4. The vice president must carry out the duties of the president during the president's absence.
5. The secretary must do the following:
  - a. conduct the correspondence of the society;
  - b. issue notices of meetings of the society and directors;

- c. keep minutes of all meetings of the society and directors;
  - d. have custody of all records and documents of the society except those required to be kept by the treasurer;
  - e. have custody of the common seal of the society;
  - f. maintain the register of members.
6. The treasurer must
- a. keep the financial records, including books of account, necessary to comply with the Society Act, and
  - b. render financial statements to the directors, members and others when required.
7. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
8. If a secretary treasurer holds office, the total number of directors must not be less than 5.
9. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

**8. Seal**

1. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
2. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

**9. Borrowing**

1. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
2. A debenture must not be issued without the authorization of a special resolution.
3. The directors may borrow up to \$2,000 by a resolution of a majority of the directors present. The directors may not borrow more than \$2,000 nor incur debt greater than \$2,000 without first having the approval of the members by ordinary resolution.

**10. Auditor**

1. This Part applies only if the society is required or has resolved to have an auditor.
2. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
3. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
4. An auditor may be removed by ordinary resolution.
5. An auditor must be promptly informed in writing of the auditor's appointment or removal.
6. A director or employee of the society must not be its auditor.
7. The auditor may attend general meetings.



## **11. Notices to Members**

1. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
2. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
3. Notice of a general meeting must be given thirty days in advance to
  - a. every member shown on the register of members on the day notice is given, and
  - b. the auditor, if Part 10 applies.
4. No other person is entitled to receive a notice of a general meeting.

## **12. Bylaws**

1. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
2. These bylaws must not be altered or added to except by special resolution