Filed Date and Time: December 12, 2024 04:01 PM Pacific Time
Society Incorporation Number: S0059608

BYLAWS OF
BRITISH COLUMBIA ULTIMATE SOCIETY

1. INTERPRETATION....4
1.1. Definitions....4
1.2. Societies Act definitions....4
1.3. Plural and singular Forms....4
2. MEMBERSHIP....4
2.1. Admission to Membership....4
2.2. Classes of Membership....4
2.3. Eligibility for Voting Membership....4
2.4. Admission and Eligibility for Non-Voting Membership....4
2.5. Organization to Appoint Representative....5
2.6. Rights of Voting Membership....5
2.7. Rights of Non-Voting Membership....5
2.8. Contact Information....5
2.9. Compliance with Constitution & Bylaws....5
2.10. Membership Period....5
2.11. Dues....6
2.12. Deadline....6
2.13. Cessation of Membership....6
2.14. Members in Good Standing....6
2.15. Members not in Good Standing....6
3. MEETING OF MEMBERS....6
3.1. Time and Place of General Meetings....7
3.2. Extraordinary General Meeting....7
3.3. Calling of Extraordinary General Meeting....7
3.4. Notice of General Meeting....7
3.5. Contents of Notice....7
3.6. Omission of Notice....7
3.7. Annual General Meeting....7
4. PROCEEDINGS AT GENERAL MEETING....7
4.1. Special Business....7
4.2. Proposed New Business....8
4.3. Notice of any Special Business....8
4.4. Registration of Members....8
4.5. Requirement of Quorum....8
4.6. Loss of Quorum....8
4.7. Lack of Quorum....8
4.8. Quorum....8
4.9. Chair....8
4.10. Alternate Chair....8
4.11. Adjournment....8
4.12. Notice of Adjournment....9
4.13. Notice of Adjournment not necessary....9
4.14. No resolution need seconded....9
5. VOTING....9
5.1. Equality of Votes....9
5.2. Number of Votes....9

5.3. Voting by Hands.......... 10
5.4. Voting by Ballot.......... 10
6. DIRECTORS AND OFFICERS.......... 10
6.1. Powers of Directors.......... 10
6.2. No rule invalidates prior act.......... 10
6.3. Composition of Board.......... 10
6.4. Director a Member.......... 10
6.5. Nominations of Directors.......... 10
6.6. Directors Term First AGM.......... 10
6.7. Directors Term.......... 11
6.8. Election by Secret Ballot.......... 11
6.9. Directors Retire.......... 11
6.10. Appointment of Directors.......... 11
6.11. Appointed Director Term.......... 11
6.12. Removal by Special Resolution.......... 11
6.13. Removal Notice.......... 11
6.14. Removal Vote.......... 11
6.15. Quorum of Directors.......... 11
6.16. Passing Resolutions and Motions.......... 11
6.17. Chairperson of Director Meetings.......... 12
6.18. Meeting of Directors.......... 12
6.19. Convening Director Meetings.......... 12
6.20. Election of Officers.......... 12
6.21. Officer must be Director.......... 12
6.22. Officer Term.......... 12
6.23. Appointment of Officer.......... 12
6.24. Appointed Officer Term.......... 12
6.25. Delegation to Committees.......... 12
6.26. Creation of Committees.......... 12
6.27. Committee Procedures.......... 12
6.28. Adjournment of Committees.......... 12
6.29. Invalidation of Acts.......... 12
6.30. Director Contract Information.......... 13
6.31. Notices to Directors.......... 13
6.32. Remuneration of Directors.......... 13
6.33. Director Questions.......... 13
6.34. Equality of Director Voting.......... 13
6.35. Resolutions and Motions.......... 13
6.36. Return of Documents and Property.......... 13
6.37. Resolutions in Writing.......... 13
6.38. Meetings Generally.......... 13
6.39. Camera Meetings.......... 14
6.40. Voluntary Leave of Absence Request.......... 14
6.41. Short Leave of Absence.......... 14
6.42. Regular Leave of Absence.......... 14
6.43. President Granting Short Leave of Absence.......... 14
6.44. Vice President Granting Short Leave of Absence.......... 14
6.45. Directors Granting Regular Leave of Absence.......... 14
6.46. Conflict Granting Short Leave of Absence.......... 14
6.47. Directors Transfer Duties.......... 14

6.48. Notices During Leave of Absence........ 15
6.49. Quorum During Leave of Absence........ 15
7. DUTIES OF OFFICERS........ 15
7.1. President........ 15
7.2. Vice President........ 15
7.3. Secretary........ 15
7.4. Treasurer........ 15
7.5. Secretary-Treasurer........ 15
7.6. Other Officers........ 15
7.7. Additional Duties or Powers........ 16
7.8. Absence of Secretary........ 16
7.9. Duties of Directors........ 16
7.10. Director Conflict of Interest........ 16
7.11. Register of Names........ 16
7.12. Reports........ 16
7.13. Financial Reports........ 16
7.14. Bank Account........ 16
7.15. Accounting Records........ 16
7.16. Seal........ 17
7.17. Seal Affixed........ 17
8. FINANCES........ 17
8.1. Fiscal Year........ 17
8.2. Personal Benefit........ 17
8.3. Borrowing Powers........ 17
8.4. Borrowing Process........ 17
8.5. Restriction on Borrowing Powers........ 17
9. AUDITORS........ 17
9.1. When Audit Required........ 17
9.2. Appointment of Auditor by Directors........ 18
9.3. Appointment of Auditor at Annual General Meeting........ 18
9.4. Removal of Auditor........ 18
9.5. Notice of Appointment........ 18
9.6. Restrictions on Auditor........ 18
9.7. Participation in General Meetings........ 18
10. INSPECTION OF DOCUMENTS........ 18
10.1. Inspection by Members........ 18
11. NOTICE TO MEMBERS........ 18
11.1. Method of Giving Notice........ 18
11.2. When Notice Deemed to have been Received by Mail........ 19
11.3. When Notice Deemed to have been Received by Mail........ 19
11.4. Notice Given To........ 19
11.5. Notice Not Given To........ 19
12. BYLAWS........ 19
12.1. Entitlement of Members to copy of Constitution and Bylaws........ 19
12.2. Special Resolution required to Alter Bylaws........ 19
12.3. Non-Profit........ 19
13. DISSOLUTION........ 19
13.1. Funds and Assets Remaining........ 19

1. INTERPRETATION

1.1. Definitions

In these Bylaws, unless the context otherwise requires:

1.1.a. "Directors" means the directors of the Society for the time being;
1.1.b. "Officer term" means the time between one annual general meeting and the immediate next annual general meeting (typically one year).
1.1.c. "Registered address" of a member means his address as recorded in the register of members;
1.1.d. "Societies Act" means the Societies Act of the Province of British Columbia from time to time in force, all amendments to it and any successor acts;
1.1.e. "Society" means the British Columbia Ultimate Society
1.1.f. "Term" means the time between an annual general meeting and the annual general meeting immediately following the next annual general meeting (typically two years);

1.2. Societies Act definitions

The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

1.3. Plural and singular Forms

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

2.1. Admission to Membership

New Members may be admitted upon review of the candidate member's application at the Annual Meeting of the Members. New Members may be admitted by Ordinary Resolution of the Board

2.2. Classes of Membership

There will be two classes of membership in the Society: Voting Members, and Non-Voting Members, with each having its own sub-classes.

2.3. Eligibility for Voting Membership

2.3.a. Directors of the Society
2.3.b. An Organization may be eligible to be accepted as a Voting Member if it:
- 2.3.b.1. has an address in British Columbia
- 2.3.b.2. appoints a designated representative; and
- 2.3.b.3. is interested in advancing the purposes and activities of the Society

2.4. Admission and Eligibility for Non-Voting Membership

2.4.a. All Persons that are individual members of Organizations accepted as Voting Members are automatically Non-Voting Members.
2.4.b. The Board may, by Board Resolution, appoint a Person as a Non-Voting Member.

2.5. Organization to Appoint Representative

An Organization admitted as a Member must appoint, by notice in writing delivered to the Society, a Person to be the designated representative and exercise the rights of membership on behalf of the Organization.

An Organization may alter its designated representative at any time by providing notice in writing to the Society with the name and contact information for the new representative. The appointment of a new representative is deemed to revoke the appointment of the previous

2.6. Rights of Voting Membership

A Voting Member in good standing has the following rights and privileges of membership:

2.6.a. to receive notice of, and to attend, all General Meetings;

2.6.b. to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;

2.6.c. to maintain and provide to the Society a list of its members in accordance with such criteria as may be determined by the Board from time to time;

2.6.d. to exercise a vote on matters for determination at General Meetings;

2.6.e. may serve on committees of the Society, as invited;

2.6.f. subject to these Bylaws, to nominate eligible Persons for election as an elected Director; and

2.6.g. may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

2.7. Rights of Non-Voting Membership

A Non-Voting Member in good standing has the following rights and privileges of membership:

2.7.a. to receive notice of, and to attend, all General Meetings;

2.7.b. to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;

2.7.c. may serve on committees of the Society, as invited; and

2.7.d. may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time

2.8. Contact Information

Each member shall inform the Secretary or his designate of his up-to-date address and e- mail address (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.

2.9. Compliance with Constitution & Bylaws

Every member shall uphold the Constitution and comply with these Bylaws.

2.10. Membership Period

The Directors shall determine the start and end dates for the annual membership period.

2.11. Dues

The Directors shall determine the annual membership dues, subject to approval by the members at a general meeting of the members.
The Directors may waive, in whole or in part, membership dues for any member.

2.12. Deadline

Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within one (1) month of the membership renewal date, the members in default will automatically cease to be members of the Society.

2.13. Cessation of Membership

Membership in the society is terminated when:

2.13.a. The Member is dissolved.
2.13.b. The Member no longer meets the definition of Member
2.13.c. The Member resigns from the society by giving written notice to the Directors, in which case the resignation becomes effective on the date specified in the notice.
2.13.d. The Member fails to pay membership dues or monies owed to the society by the deadline prescribed.
2.13.e. The Members pass a motion, by two-thirds of the vote at a general meeting, to terminate the Member's membership.
2.13.f. The Directors pass a motion, by two-thirds of the vote, to terminate the Member's membership.
2.13.g. The society is liquidated or dissolved under the Act.

2.14. Members in Good Standing

A Member of the society will be in good standing provided that the Member:

2.14.a. Has not ceased to be a Member;
2.14.b. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
2.14.c. Has completed and remitted all documents as required by the society;
2.14.d. Has complied with the Bylaws, policies, procedures, rules and regulations of the society;
2.14.e. Is not subject to a disciplinary investigation or action by the society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
2.14.f. Had paid all required membership dues or debts to the society, if any.

2.15. Members not in Good Standing

Members who cease to be in good standing may have privileges suspended and will not be entitled to attend meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

3. MEETING OF MEMBERS

3.1. Time and Place of General Meetings

General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the Directors decide.

3.2. Extraordinary General Meeting

Every general meeting, other than an annual general meeting, is an extraordinary general meeting. An annual general meeting is a general meeting.

3.3. Calling of Extraordinary General Meeting

The Directors may, whenever they think fit, convene an extraordinary general meeting.

3.4. Notice of General Meeting

The Directors shall give no less than 14 days written or electronic notice for all general meetings of the Society to members entitled to receive notice of a general meeting.

3.5. Contents of Notice

Notice of a general meeting shall specify the place, the day and the hour of meeting, and in the case of special business, the general nature of that business.

3.6. Omission of Notice

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.

3.7. Annual General Meeting

The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting shall be held at least once every calendar year.

4. PROCEEDINGS AT GENERAL MEETING

4.1. Special Business

- 4.1.a. All business at an extraordinary general meeting except the adoption of rules of order; and
- 4.1.b. All business that is transacted at an annual general meeting, except
  - 4.1.b.1. The adoption of the rules of order;
  - 4.1.b.2. The consideration of the financial statements;
  - 4.1.b.3. The report of the Directors;
  - 4.1.b.4. The report of the auditor, if any;
  - 4.1.b.5. The election of Directors;
  - 4.1.b.6. The appointment of the auditor, if required; and
  - 4.1.b.7. Such other business as, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

4.2. Proposed New Business
Proposed New Business items must be submitted to the Directors at least 7 days prior to the Annual General Meeting.

4.3. Notice of any Special Business
Notice of any special business shall contain sufficient information to permit each member to make an informed decision.

4.4. Registration of Members
Every Member attending a General Meeting must register their attendance prior to the call to order for the meeting in such manner as may be established by the Board from time to time.

4.5. Requirement of Quorum
No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when quorum is not present.

4.6. Loss of Quorum
If, at any time during a general meeting, there ceases to be a quorum present, business then in progress shall be suspended

4.7. Lack of Quorum
If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall 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, provided there are at least 3 members present.

4.8. Quorum
Quorum for a Meeting of Voting Members will be ½ of the Voting Members, or ten Voting Members, whichever is lower.

4.9. Chair
The President of the Society, the Vice President or, in the absence of both, once of other Directors present, shall preside as Chairperson of a general meeting.

4.10. Alternate Chair
If at a general meeting:
4.10.a. there is no President, Vice President, or other Director present within 15 minutes after the time appointed for holding the meeting; or
4.10.b. the President and all the other Directors present are unwilling to act as Chairperson; then the members present shall choose one of their number to be Chairperson.

4.11. Adjournment
A general meeting may be adjourned from time to time, and place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

4.12. Notice of Adjournment
When a general meeting is adjourned for 10 days or more, notice of the adjournment meeting shall be given as in the case of the original meeting.

4.13. Notice of Adjournment not necessary
Except as provided in this Bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

4.14. No resolution need seconded
No resolution proposed at a meeting need be seconded, and the Chairperson of a meeting may move or propose a resolution.

5. VOTING

5.1. Equality of Votes
In case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.

5.2. Number of Votes
Voting Members will have the following number of votes at all meetings of Members:

5.2.a. Directors one vote

5.2.b. Organization Members will be entitled to the following number of votes:

- 5.2.b.1. Determine the membership fees paid by each organization to Society in the most recently completed fiscal year.
- 5.2.b.2. Determine the adjusted membership fees value for each organization by calculating the square root of the fees paid by each organization. Adding up the adjusted membership fees values for all organizations gives the adjusted total membership value.
- 5.2.b.3. Determine the percentage of the vote for each organization by taking the adjusted membership value for the organization and dividing it by the adjusted total membership value.
- 5.2.b.4. Initial vote allocation. Each organization receives 1 vote per percentage of the vote that they have. Decimals should be rounded to the nearest whole vote.
- 5.2.b.5. Vote adjustments for minimum guarantee. All organizations are guaranteed a minimum of 1 vote. If a organization does not have any votes after adjusting their total from 0 to 1.
- 5.2.b.6. Vote adjustments to total 100 votes. The total number of votes must total 100. If rounding has resulted in more or fewer than 100 votes, then the number must be adjusted to attain 100. Votes will be adjusted by reviewing the percentage of the vote of organizations.

If the total is over or under 100, the percentage of the vote of organizations that were rounded in step 4 will be examined. The organization that is furthest from rounding to a whole number will have their vote adjusted by one to a minimum of 1 vote. This process will repeat until a total of 100 votes is achieved.

5.3. Voting by Hands

Voting is by show of hands, unless the Directors present otherwise decide.

5.4. Voting by Ballot

Where voting is by ballot, for those attending remotely by videoconference, teleconference, or other medium, voting will be by email to an email address selected by the Directors.

6. DIRECTORS AND OFFICERS

6.1. Powers of Directors

The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provision of:

6.1.a. all laws affecting the Society;

6.1.b. these Bylaws; and

6.1.c. rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in the general meeting.

6.2. No rule invalidates prior act

No rule made by the Society in the general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

6.3. Composition of Board

There shall be seven Directors or such other number appointed upon incorporation.

6.4. Director a Member

A Director should be a member. However, the failure of a Director to be a member shall not invalidate his appointment, election, or continuance as a Director.

6.5. Nominations of Directors

Nominations for Director elections must:

6.5.a. be received by the Directors no later than one week previous to the annual general meeting; and

6.5.b. include the full name of the Nominee, signature of the Nominee or other confirmation of acceptance of the nomination, contact information including email address and residential address, and a brief summary outlining the Nominee's qualifications.

6.6. Directors Term First AGM

The first Directors shall retire at the first annual general meeting following the incorporation.

6.7. Directors Term

Directors shall be elected at the annual general meeting.

6.7.a. At the first annual general meeting after incorporation, four directors shall be elected for full terms (two years), and three directors shall be elected for half-terms (one year).

6.7.b. At all subsequent annual general meetings, to replace directors whose terms have expired, directors shall be elected for a full term (typically two years).

6.7.c. In the event of a mid-term resignation or dismissal, directors may be elected for a half- term, by decision of the Directors, to preserve the overall balance of the election cycle.

6.8. Election by Secret Ballot

Directors shall be elected via secret ballot. A simple majority is required for election.

6.9. Directors Retire

Directors shall retire at the expiration of their term, when their successors shall be elected. Directors may be re-elected.

6.10. Appointment of Directors

The Directors may at any time appoint a member as a Director to fill any Director vacancy.

6.11. Appointed Director Term

A Director appointed by the Directors holds office until the next annual general meeting.

6.12. Removal by Special Resolution

The members may, by special resolution, remove a Director or Officer for any reason before the expiration of his term in office and may elect, by majority vote, a successor to serve to the next annual general meeting.

6.13. Removal Notice

The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.

6.14. Removal Vote

The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

6.15. Quorum of Directors

The presence at any meeting of the Board of at least 51% of the Directors in office shall constitute a quorum and shall be necessary to transact any business.

6.16. Passing Resolutions and Motions

The consent of the majority of the full Board of Directors, whether present and voting or not, shall be required for passage of any measure before the Board of Directors.

6.17. Chairperson of Director Meetings
The President shall be Chairperson of all meetings of the Directors unless the Directors otherwise decide.

6.18. Meeting of Directors
The Directors shall meet at least four times per annum.

6.19. Convening Director Meetings
The Directors may, at any time, and the Secretary on the request of two Directors, shall convene a meeting of the Directors.

6.20. Election of Officers
The Directors shall elect from among their number Officers who shall be responsible for the day-to-day workings of the Society. The officer positions shall be President, Vice-President, Secretary and Treasurer.

6.21. Officer must be Director
An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.

6.22. Officer Term
Officers shall serve for one Officer Term, upon election.

6.23. Appointment of Officer
The Directors may at any time appoint a Director to fill any Officer vacancy.

6.24. Appointed Officer Term
Any Officer so appointed shall serve the unexpired officer term of the Officer he is replacing.

6.25. Delegation to Committees
The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit, and may name the Committee.

6.26. Creation of Committees
A Committee so formed in the exercise of the powers so delegated shall conform to any rules that may, from time to time, be imposed on it by the Directors, and shall report every act of thing done in exercise of those powers to the Directors.

6.27. Committee Procedures
Subject to directions of the Directors, the Committee shall determine its own procedure.

6.28. Adjournment of Committees
The members of a Committee may meet and adjourn as they think proper.

6.29. Invalidation of Acts
No act or proceeding of the Directors or Officers is invalid only by reason of there being less than the prescribed number of Directors or Officers in office.

6.30. Director Contract Information

Each Director shall inform the Secretary or his designate in writing of his up-to-date address and e-mail address (if any) for the purposes of receiving notices regarding the affairs of the Society. This is an ongoing obligation.

6.31. Notices to Directors

Notices may be given to Directors in the same manner as notices are given to members.

6.32. Remuneration of Directors

No Director or Officers shall be remunerated for being or acting as a Director or Officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

6.33. Director Questions

Questions arising at any meeting of the Directors and Committee of Directors shall be decided by a majority of votes.

6.34. Equality of Director Voting

In case of an equality of votes, the Chairperson does not have a second or casting vote.

6.35. Resolutions and Motions

No resolution proposed at a meeting of Directors or Committee of Directors need be seconded, and the Chairperson of a meeting may move or propose a resolution.

6.36. Return of Documents and Property

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

6.37. Resolutions in Writing

A resolution in writing, signed by at least two-thirds of the existing Directors or Committee members and placed with the minutes of the Directors or the Committee, is as valid and effective as if regularly passed at a meeting of the Directors or the Committee.

6.38. Meetings Generally

The Directors or Committee of Directors may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that such regulations are not inconsistent with the Constitution of the Society and these Bylaws. The meeting may be held in whole or in part, by telephone or other communications medium if all participating in the meeting, whether by telephone, by other communication media or in person, are able to communicate with each other.

6.39. Camera Meetings

The Directors or Committee may hold meetings in camera. Every Director shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.

6.40. Voluntary Leave of Absence Request

A leave of absence must be at the voluntary request of the Director or Officer concerned. A request for leave of absence must be in writing.

6.41. Short Leave of Absence

A short leave of absence may be granted by the President or Vice President as described below.

6.42. Regular Leave of Absence

The Directors may grant a regular leave of absence also described below.

6.43. President Granting Short Leave of Absence

Subject to any directions from the Directors, the President may grant a short leave of absence to any Director or Officer on terms and conditions. The President shall then assign the duties and powers of that Director or Officer to another Director or Officer to the President. Such short leave of absences and transfer of duties and powers shall last no longer than the next Directors' meeting. A full report shall be given by the President at that meeting.

6.44. Vice President Granting Short Leave of Absence

Subject to any directions from the Directors, the Vice President may grant a short leave of absence to the President on terms and conditions. The Vice President shall then assume the duties and powers of the President. Such short leave of absences and assumption of duties and powers shall last no longer than the next Directors' meeting. A full report shall be given by the Vice President at that meeting.

6.45. Directors Granting Regular Leave of Absence

The Directors may grant a regular leave of absence to any Director or Officer on terms and conditions. The Directors shall then assign the duties and powers of that Director or Officer to another Director or Officer.

6.46. Conflict Granting Short Leave of Absence

In case of a conflict between the powers of the President and the Vice President to grant short leave of absences and to assign or assume duties and powers and the Directors' powers to grant a regular leave of absence and to assign duties and powers, the Directors' powers shall prevail.

6.47. Directors Transfer Duties

Nothing in the preceding sections dealing with the types of leave of absences impairs the power of the Directors under the Bylaws to transfer duties and powers among the various Directors and Officers. Such power to transfer duties and powers supersedes the Bylaws dealing with leaves of absence.

6.48. Notices During Leave of Absence

A Director or Officer on an authorized leave of absence need not be sent any notice of meetings of the Directors or Committees.

6.49. Quorum During Leave of Absence

During a regular leave of absence, but not a short leave of absence, the Directors of Officers absent shall not be counted towards any quorum of the Directors or Committee of the Directors. The necessary quorum shall therefore be reduced by one.

7. DUTIES OF OFFICERS

7.1. President

The President shall preside at all meetings of the Directors unless the members or Directors otherwise decide. The President is:

7.1.a. The Chief Executive Officer of the Society;
7.1.b. The chief spokesperson for the Society; and
7.1.c. The supervisor of other Directors or Officers.

7.2. Vice President

The Vice President shall

7.2.a. Assist the President; and
7.2.b. Carry out the duties and exercise the powers of the President during any absence of the President.

7.3. Secretary

The Secretary, or person designated by the Directors, shall:

7.3.a. Conduct the correspondence of the Society;
7.3.b. Issue notice of meetings of the Society and Directors;
7.3.c. Keep minutes of all meetings of the Society and Directors;
7.3.d. Have custody of all records and documents of the Society except those required to be kept by the Treasurer; and
7.3.e. Have custody of the common seal of the Society.

7.4. Treasurer

The Treasurer, or person designated by the Directors, shall keep such financial records, including books or account, as are necessary to comply with the Societies Act, and the Treasurer shall render financial statements to the Directors, members and others when required.

7.5. Secretary-Treasurer

The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

7.6. Other Officers

Other Officers, if any, shall perform such duties as the members may decide at a general meeting or an extraordinary general meeting.

7.7. Additional Duties or Powers

The Directors or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors of Officers.

7.8. Absence of Secretary

In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

7.9. Duties of Directors

A Director shall:

7.9.a. Act honestly and in good faith and in the best interests of the Society; and

7.9.b. Exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.

7.10. Director Conflict of Interest

A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose, fully and promptly, the nature and extent of his interest to each Director and otherwise comply with the requirements of the Societies Act.

7.11. Register of Names

The Directors shall enter in the register the names of applicants for incorporation and the name of every other person admitted as a member of the Society, together with the following particulars of each:

7.11.a. The full name and address, including e-mail address, if any;

7.11.b. The date on which a person is admitted as a member; and

7.11.c. The date on which a person ceases to be a member.

7.12. Reports

The Directors shall ensure that all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting are prepared.

7.13. Financial Reports

The Directors shall ensure that all financial and other reports that have to be filed after the annual meeting are filed as required by the Societies Act and Income Tax Act or other law.

7.14. Bank Account

The Directors shall ensure the Society has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.

7.15. Accounting Records

The Directors shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of;

7.15.a. All money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;

7.15.b. Every asset and liability of the Society; and

7.15.c. Every other transaction affecting the financial position of the Society.

7.16. Seal

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

7.17. Seal Affixed

The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of not less than two Directors.

8. FINANCES

8.1. Fiscal Year

The fiscal year of the Society shall run from September 1 to August 31, or other such period as determined by the Directors.

8.2. Personal Benefit

No part of the Society's income shall be paid, payable or otherwise made available for the personal benefit of any member, except for the following:

8.2.a. Salaries, wages, fees, per diem and honoraria for services rendered to the Society. Such payments shall be reasonable and in line with those paid in "arm’s length" situations for similar services.

8.2.b. Reimbursements to contractors and agents of the Society to assist them in covering their expenses to attend events and meetings as representatives of the Society, provided that the attendance at such events are to further the aims of the Society.

8.3. Borrowing Powers

In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such a manner as they decide, and in particular, but without limiting the generality or the foregoing, by the issue of debentures.

8.4. Borrowing Process

No debenture shall be issued without the sanction of a special resolution.

8.5. Restriction on Borrowing Powers

The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

9. AUDITORS

9.1. When Audit Required

This part applies only where the Society is required or has resolved to have an auditor.

9.2. Appointment of Auditor by Directors
The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of the auditor.

9.3. Appointment of Auditor at Annual General Meeting
At each annual general meeting, the Society may appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual meeting.

9.4. Removal of Auditor
An auditor may be removed by ordinary resolution.

9.5. Notice of Appointment
An auditor shall be informed forthwith in writing of appointment or removal.

9.6. Restrictions on Auditor
No Director and no contractor of the Society shall be auditor.

9.7. Participation in General Meetings
The auditor may attend general meetings.

10. INSPECTION OF DOCUMENTS

10.1. Inspection by Members
Subject to the Personal Information Protection Act, SBC 2003, c 63, as amended:

10.1.a. The records of the Society, with the exception of the current and past registers of members, shall be open to inspection by members on reasonable notice at the office of the Society. Except in accordance with the Societies Act or other applicable laws or by authorization of the Directors, no member is entitled to inspect or request a copy of the current or past registers of members.

10.1.b. A member is entitled to request a copy of any of the Society's records, with the exception of the current and past register of members. The Society is entitled to charge and receive an administrative fee before providing the requested copies.

10.1.c. Upon request, the Directors may authorize the inspection of the records of the Society, or portions thereof, by a person who is not a member or Director. The Society is entitled to charge an administrative fee not to exceed $25 for any such inspection.

11. NOTICE TO MEMBERS

11.1. Method of Giving Notice
A notice may be given to a member either personally or by mail to him at his registered address. A notice may also be given to a member by emailing it to an email address provided by the member

11.2. When Notice Deemed to have been Received by Mail

A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is sent and when sent by mail, in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

11.3. When Notice Deemed to have been Received by Mail

A notice sent by email shall be deemed to have been given on the second day following that on which the notice is sent by email, and in proving that notice has been given it is sufficient to prove that the notice was sent to the email address provided by the member as required by these Bylaws.

11.4. Notice Given To

Notice of a general meeting shall be given to:

11.4.a. Every member shown on the register of members on the day notice is given; and

11.4.b. The auditor, if Part 10 applies.

11.5. Notice Not Given To

No person, other than those mentioned in the above paragraph, is entitled to receive notice of general meeting.

12. BYLAWS

12.1. Entitlement of Members to copy of Constitution and Bylaws

The Constitution and Bylaws shall be made available online for review by any member.

12.2. Special Resolution required to Alter Bylaws

The Bylaws may not be altered or added to expect by special resolution at a general meeting.

12.3. Non-Profit

Notwithstanding clause 2 of the Constitution, all purposes shall be organized and operated exclusively on a non-profit basis.

13. DISSOLUTION

13.1. Funds and Assets Remaining

In the event of the winding up or dissolution of the Society its funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization with similar purposes pursuant to section 149(1)(f) or (l) of the Income Tax Act (CDN).