

# **BRITISH COLUMBIA TOURING COUNCIL (BCTC) PROPOSED NEW BYLAWS**

(Note: separately attached is the constitution of BCTC, No change is suggested at this time to the constitution.)

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## **PART 1 – DEFINITIONS**

### **1.1 Definitions**

In these Bylaws,

- a) “Act” means the *Societies Act* of British Columbia and any regulations under the Act, as amended from time to time.
- b) “Board” means the Board of Directors of the Society.
- c) “Bylaws” means these Bylaws as may be altered from time to time.
- d) “Director” means any member of the Board of Directors.
- e) “Registrar” means the individual appointed as the Registrar of Companies under the Business Corporations Act.
- f) “Society” means British Columbia Touring Council (BCTC).
- g) “Ordinary resolution” means a resolution passed by a simple majority of the votes cast by the voting members who are present at a general meeting of the membership.
- h) “Special resolution” means a resolution passed by at least two thirds of the votes cast by the voting members who are present at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

### **1.2 Definitions in Act Apply**

The definitions in the Act apply to these Bylaws.

### **1.3 Conflict with the Act or regulations**

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### **1.4 Interpretation**

In the interpretation of these Bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

## **PART 2 – MEMBERS**

## **2.1 Application for membership**

Membership in the Society shall consist of organizations and individuals supporting the aims and objectives of the Society.

A potential member may apply to the Board for membership in the Society. The potential member becomes a member on the Board's acceptance of the application and receipt of payment of membership dues, if any.

## **2.2 Duties of members**

Every member must uphold the Constitution of the Society and must comply with these Bylaws.

## **2.3 Authorized Representative**

A person, other than an individual, who is admitted as a member of a Society must authorize an individual to be the person's representative to act on that person's behalf, and, if so authorized, the representative is entitled to exercise the same powers on behalf of that person as that person could exercise if that person were an individual member of the Society.

## **2.4 Categories of Members**

There shall be two categories of members in the Society, namely, General Members and Associate Members. The following conditions of membership shall apply:

### **2.4.1 General Members**

General membership shall be available to persons who have applied and have been accepted for general membership in the Society.

The term of membership of a general member shall be annual, subject to renewal in accordance with the policies of the Society, as may be updated from time to time.

Each general member is entitled to stand for election to the Board of Directors and hold office in the Society. Each general member is entitled to receive notice of, attend and vote at all meetings of members. Each general member shall be entitled to one (1) vote at such meetings.

General members have the right to receive the benefits of membership that are described, and updated from time to time, by the Board in the Membership Policy.

The specific general membership categories are identified and updated from time to time by the Board in the Membership Policy.

### **2.4.2 Associate Members**

Associate membership shall be available to:

- a) individuals who are members of an organization that is a general member of the Society, and who are not designated that organization's authorized

representative, in accordance with clause 2.3 above.

- b) persons who have applied and have been accepted as associate members in the Society.

Associate members do not have a vote in the Society, and they are not entitled to serve on the Board of Directors.

The term of membership of an associate member shall be annual, subject to renewal in accordance with the policies of the Society.

Associate members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Society. They can be invited guests at any members meeting of the Society.

Associate members have the right to receive the benefits of membership that are described, and updated from time to time, in the Membership Policy.

The specific associate membership categories are identified and updated from time to time by the Board in the Membership Policy.

## **2.5 Membership Dues**

The amount of annual membership dues, if any, shall be determined by the Board. Membership dues will coincide with the Society's fiscal year.

## **2.6 Payment of Membership Dues**

Members shall be notified by letter, email or other electronic communication of the membership dues payable by them. A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

## **2.7 Members not in good standing**

A general member who is not in good standing

- a) shall not vote at a general meeting, and
- b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

## **2.8 Register of Members**

In accordance with the Act, the Society shall maintain a register of its members, organized by different categories of member, including contact information provided by each member.

It shall be the duty of each member to notify the Secretary of any change in their information on the Register of Members.

Any notices mailed or emailed by the Society to the member's address or email that appears in the register will be considered valid notice.

## **2.9 Termination of Membership**

A membership in the Society is terminated when:

- a) the member dies or resigns, or in the case of a partnership or corporation, dissolves;
- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or bylaws;
- c) the member's term of membership expires;
- d) the member does not pay the membership renewal dues within 3 months of their due date; or
- e) the Society is dissolved under the Act.

## **2.10 Resignation of Membership**

Any member may resign from the Society by a written letter, facsimile or email of resignation which shall be effective upon delivery to the Secretary.

## **2.11 Discipline of Members**

In accordance with the Act, the Society has the authority to censure, suspend or expel any member from the Society by special resolution.

Before a member of a Society is disciplined or expelled, the Society must

- a) send to the member written notice of the proposed discipline or expulsion, including reasons, and
- b) give the member a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion.

## **2.12 Number of Members**

For the purposes of registration, the number of members of the Society is unlimited.

## **2.13 Membership Non-transferable**

Membership in the Society shall not be transferable.

# **PART 3 – GENERAL MEETINGS OF THE MEMBERS**

### **3.1 Time and place of general meeting**

Subject to Section 71 of the Act (annual general meeting) the Board may at any time call a general meeting which must be held at the time and place the Board determines. A general meeting can be in-person, fully electronic, or hybrid.

### **3.2 Ordinary business at general meeting**

At a general meeting, the following business is ordinary business:

- a) adoption of rules of order;
- b) consideration of any financial statements of the Society presented to the meeting;
- c) consideration of the reports, if any, of the Directors or auditor;
- d) election or appointment of Directors;
- e) appointment of an auditor, if any;
- f) business arising out of a report of the Directors not requiring the passing of a special resolution.

### **3.3 Notice of General Meeting**

- a) A notice may be given to a member, either personally, by mail, or by email to the member at the member's registered address.
- b) A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- c) Notice must be given at least 14 days before the general meeting, and no more than 60 days before the general meeting.

### **3.4 Notice of Special Resolutions**

Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

### **3.5 Chair of general meeting**

The following individual is entitled to preside as the chair of a general meeting:

- a) the individual, if any, appointed by the Board to preside as the chair;
- b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the chairperson;

- (ii) the vice-chairperson, if the chairperson is unable to preside as the chair; or
- (iii) one of the other Directors present at the meeting, if both the chairperson and vice-chairperson are unable to preside as the chair.

### **3.6 Alternate chair of general meeting**

If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **3.7 Quorum required**

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **3.8 Quorum for general meetings**

The quorum for the transaction of business at a general meeting is Ten (10) or ten percent (10%) of voting members, whichever is less.

### **3.9 Lack of quorum at commencement of meeting**

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **3.10 If quorum ceases to be present**

If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **3.11 Adjournments by chair**

The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **3.12 Notice of continuation of adjourned general meeting**

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **3.13 Order of business at general meeting**

The order of business at a general meeting is as follows:

- a) elect an individual to chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) approve the agenda;
- d) approve the minutes from the last general meeting;
- e) deal with unfinished business from the last general meeting;
- f) if the meeting is an annual general meeting,
  - (i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of Directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint Directors, and
  - (iv) appoint an auditor, if any;
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) terminate the meeting.

### **3.14 Methods of voting**

Attendance and voting at a general meeting may be in person, or by way of conference telephone call, video conference, or any other form of electronic or digital communications, provided all members in attendance can hear each other and all communication and voting occurs in real time. Voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members. However, if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the chair, voting must be by secret ballot.

### **3.15 Equality of Votes**

In the case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which the chair is entitled to as a member and the proposed resolution shall not pass.



### **3.16 Announcement of result**

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **3.16 Proxy voting not permitted**

Voting by proxy is not permitted.

### **3.17 Matters decided at general meeting by ordinary resolution**

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – DIRECTORS**

### **4.1 Number of Directors**

- 4.1.1 The Society shall have no fewer than three (3), and no more than ten (10) voting Directors.
- 4.1.2 The immediate past chairperson is an ex-officio non-voting member of the Board for one (1) year upon becoming past Chairperson.
- 4.1.3 The Executive Director is an ex-officio non-voting member of the Board.

### **4.2 Board eligibility**

In accordance with the Act, Directors must:

- a) Be a general member in good standing at the time of the annual general meeting;
- b) be at least 18 years old;
- c) not have been declared incapable under the laws of a Canadian province or territory, or by a court in a jurisdiction outside Canada;
- d) be an individual who is not an undischarged bankrupt;
- e) be an individual who is not permanently employed by the Society;
- f) be qualified according to the Act.

### **4.3 Call for Nominations**

At least sixty days prior to the Annual General Meeting the Nominating Committee shall by

letter or email and published on the Society's website:

- a) inform the membership of all vacant positions for the Board of Directors
- b) invite nominations for members to stand for election
- c) announce the closing date for the receipt of nominations which shall be at least 14 days and no more than 21 days prior to the Annual General Meeting

#### **4.4 Completing the Slate**

The Society's Equity, Diversity and Inclusion Policy, as approved and updated by the Board from time to time, will guide the Nominating Committee's efforts to recruit Directors that reflect the membership in terms of regional and demographic diversity, and areas of practices.

The Nominating committee shall prepare a slate of recommended candidates to fill vacancies. All candidates have the right to stand for election whether or not they are recommended by the Nominating Committee.

The slate of candidates and relevant information about them shall be sent to members by letter or email and published on the Society's website at least 7 days in advance of the general meeting.

Additional nominations from the floor shall not be accepted during the annual general meeting.

#### **4.5 Election or acclamation of Directors**

Directors are elected or appointed to the Board by ordinary resolution of the members at the annual general meeting.

#### **4.6 Representation**

- a) The Board of Directors shall represent these designated groups:
  - i. Five regions: South West, South Central, South East, North, Vancouver Island and the Gulf Islands
  - ii. Four practice groups: Presenters, Festivals, Artists, Agents
- b) A Director may represent both a region and a practice group.
- c) Up to three Directors-at-large can be designated based on their business skills in non-arts areas.

#### **4.7 Rolling Terms for Directors**

At the first election of Directors following the approval of this bylaw (April 2023), one-half

(1/2) of Directors shall be elected for a two-year term, and one-half (1/2) of Directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for two-year (2) terms. The term will commence at the close of the Annual General Meeting at which they were elected.

#### **4.9 Term Limit**

Any Director can stand for re-election up to four times. No Director may serve as a Director for more than five consecutive two-year terms.

#### **4.10 Vacancies**

The Directors may appoint an eligible member to fill a vacancy on the Board that arises as a result of a Director ceasing to hold office before the expiry of the Director's term of office. The Director appointed to fill the vacancy shall hold the Board position for the balance of the term of their predecessor.

#### **4.11 Removal of Directors**

A Director may be censured, suspended or removed from the Board by special resolution of the members at a general meeting.

The Board shall have authority to censure, suspend or remove any Director for any one or more of the following grounds, provided it is approved by a vote of at least two thirds of the Board of Directors:

- a) failing to attend three consecutive Board meetings and not participating in the functioning of the Board through other means;
- b) violating any provision of the articles, bylaws, or written policies of the Society;
- c) carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion.

### **PART 5 – REMUNERATION**

#### **5.1 Remuneration for being a Director**

5.1.1 In accordance with the Act, the Society may remunerate a Director for being a Director.

5.1.2 The Board shall inform the membership at each annual general meeting of the remuneration paid to Directors and any amounts donated back to the Society.

#### **5.2 Majority of Directors may not be employed by Society**

- 5.2.1. A majority of Directors must not receive or be entitled to receive remuneration from the Society under contracts of services.
- 5.2.2 In accordance with the Society's Board eligibility 4.2 and Conflict of Interest Bylaw 6.8 and its Board-approved Conflict of Interest Policy, which may be updated from time to time by the Board, there are limited circumstances under which a Director may enter a contract of services for the Society.
- 5.2.3 The Board shall inform the membership at each annual general meeting of the remuneration paid to Directors for services other than being a Director.

### **5.3 Reimbursement of Expenses**

The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing their duties as a Director, provided the Board pre-approves such expenses.

## **PART 6 – MEETINGS OF THE BOARD**

### **6.1 Directors' meeting**

The Directors may meet at any location in British Columbia and in any manner, including partially or fully electronic, as determined by the Directors.

### **6.2 Calling Directors' meeting**

A Directors' meeting may be called by the chairperson or by any two other Directors.

### **6.3 Notice of Directors' meeting**

At least two days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

### **6.4 Proceedings valid despite omission to give notice**

The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

### **6.5 Conduct of Directors' meetings**

The Directors may regulate their meetings and proceedings as they think fit.

### **6.6 Quorum of Directors**

The quorum for the transaction of business at a Directors' meeting is a majority of the voting Directors.

### **6.7 Voting**

Each voting Director, including the chairperson, is entitled to one vote.

## **6.8 Conflict of Interest**

- 6.8.1 At any time when a Director has a direct or indirect material interest in (or there is a reasonable perception of a direct or indirect material interest in)
- a) a contract or transaction, of a proposed contract or transaction, of the Society; or
  - b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society.
- 6.8.2 A Director must
- a) disclose fully and promptly to the other Directors the nature and extent of the Director's interest;
  - b) abstain from voting on a Directors' resolution or consenting to a consent resolution of Directors in respect of the contract, transaction or matter referred to in subsection (6.8.1.a);
  - c) leave the Directors' meeting:
    - i. when the contract, transaction or matter is discussed, unless asked by at least a simple majority of the other Directors to be present to provide information, and
    - ii. when the other Directors vote on the contract, transaction or matter; and
    - iii. not act in a manner intended to influence the discussion or vote.
- 6.8.2 A disclosure under paragraph (6.8.2) must be evidenced in a record of any of the following types of records:
- a) the minutes of a meeting of Directors;
  - b) consent resolution of Directors;
  - c) a record from the disclosing Director addressed to the other Directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society.

## **PART 7 – ROLE OF DIRECTORS**

### **7.1 Management**

Subject to the Act, the regulations and the bylaws, the Directors of the Society must manage,

or supervise the management of, the activities and internal affairs of the Society.

## **7.2 Integrity**

Each Director of the Society must, when exercising the powers and performing the functions of a Director of the Society,

- 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.

## **7.3 Borrowing Powers**

The borrowing powers of the Society may be exercised by special resolution of the Board.

# **PART 8 – DELEGATION OF AUTHORITY**

**8.1** The Board of Directors may appoint an Executive Director and may delegate specific authorities and responsibilities to the Executive Director, while holding them to account for their actions and results achieved.

- 8.1.1 In accordance with the Act, a person who is not qualified to be a Director of a Society is not qualified to be its Executive Director.
- 8.1.2 The Executive Director will manage the day-to-day operations and provide advice and insight to the Board on strategic and operational issues and opportunities.

# **PART 9 – OFFICERS**

## **9.1 Election of Officers**

- 9.1.1 The positions of Chairperson, Vice-Chairperson, Secretary and Treasurer are filled by the Board of Directors at the first meeting of the Directors after the Annual General Meeting.
- 9.1.2 The Board may, as often as may be required, elect or appoint, from among the Directors, a chairperson, a vice-chairperson, a secretary and a treasurer. A Director may hold more than one officer position, with the exception of the chairperson.

## **9.2 Duties of Officers**

The Officers shall have the following duties and powers associated with their positions:

- a) The Chairperson will preside at all meetings of the Board of Directors and the general meetings of the Society. They will supervise the Board in the execution of their duties. They shall be entitled to vote on all motions and in the event of a tie, may not cast a second and decisive vote. They also chair the Executive Committee. They shall be an ex-officio member of all committees.
- b) Vice-Chairperson: The Vice-Chairperson shall assist the Chairperson and in the absence of the Chairperson shall exercise all their powers and perform all their duties. The Vice-Chairperson is also the chair of the HR committee, which is a sub-committee of the Executive Committee.
- c) The Secretary is responsible for doing, or making the necessary arrangements for, the following:
  - i. Issuing notices of General Meetings and Directors' meetings, taking minutes of General Meetings and Directors' meetings;
  - ii. Keeping the records of the Society in accordance with the Act, conducting the correspondence of the Board; and
  - iii. Filing the annual report of the Society and making any other filings with the registrar under the Act and Canada Revenue Agency.

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

- d) The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
  - i. Receiving and banking monies collected from the members or other sources;
  - ii. Keeping accounting records in respect of the Society's financial transactions; and
  - iii. Preparing the Society's financial statements; and making the Society's filings respecting taxes.

### **9.3 Contracts**

Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Society by the Chairperson or Executive Director within their financial approval range outlined in the Finance Policy, or otherwise as prescribed by resolution of the Board.

### **9.4 Signing Officers**

The Society appoints three (3) signing officers, from among the Treasurer, the Chairperson,

the Vice-Chairperson, and the Executive Director, or should any of these roles be unable to serve as signing officer, any other member of the Board designated by resolution by the Board.

## **PART 10 – COMMITTEES**

### **10.1 Types**

The Board shall establish these three standing committees:

- a) Executive and HR Committee;
- b) Governance and Nominating Committee;
- c) Finance Committee, chaired by the Treasurer.

### **10.2 Composition of Executive Committee**

The Executive Committee shall consist of the Chairperson, the Vice-Chairperson, the Treasurer, the Secretary; and two ex- officio non-voting members: the immediate past Chairperson and the Executive Director.

### **10.3 Responsibilities of Executive Committee**

The Executive Committee shall provide guidance and advice to the Executive Director in line with the Board's approved governance, risk management and fiduciary policies.

The Executive Committee is responsible for oversight over the implementation of human resources and operational policies, and performance planning and accountability for the Executive Director.

### **10.4 Governance and Nominating Committee**

10.4.1 The Nominating Committee is a sub-committee of the Governance Committee. The Nominating Committee shall be comprised of two members of the Board of Directors, and two voting members of the Society.

10.4.2 All members of the Nominating Committee have one (1) vote.

10.4.3 The Nominating Committee will act within its Board-approved Terms of Reference.

### **10.5 Ad Hoc Committees**

Ad hoc committees, taskforces or working groups may be established by resolution of the Board. Motions to establish ad hoc committees shall contain the terms of reference.



## **10.6 Terms of Reference**

Terms of reference for standing committees shall be prepared and approved by the Board by resolution. These terms of reference may be amended by resolution at any subsequent Board meeting, provided that notice of a motion to amend is included in the agenda circulated for the meeting.

## **10.7 Staff participation**

- a) The Executive Director is an ex-officio non-voting member of all standing and ad hoc committees.
- b) Other paid staff can be assigned to committees, in the sole discretion of the Executive Committee.

## **10.8 Quorum**

A quorum for all committee meetings shall be one half of the voting members of the committee.

# **PART 11 – MEMBER CAUCUSES**

## **11.1 Organization**

To strengthen the functioning of the Society and realize its mandate, the Society establishes a Caucus system. Members organize themselves in caucuses of interest to them. Caucuses can be organized by region, by practice or by equity-seeking group.

## **11.2 Terms of Reference**

Terms of Reference for caucuses are co-developed by the Board and the membership, and can be amended from time to time, by the Board of Directors.

## **11.3 Objective**

- a) Each Caucus functions as a self-organizing community of practice that gives members a reliable, consistent, and open process to convene.
- b) Each Caucus serves to bring issues and concerns forward to the Board of Directors and staff on a regular basis.

## **11.4 Member Caucus Liaison**

The Board will appoint one of the Directors to act as Caucus Liaison in accordance with the Member Caucus Policy.

# **PART 12 – ACCESS TO RECORDS**

**12.1** A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to examine any of the following documents and records of the Society at the address of the Society during the Society' normal business hours; or via electronic means:

- a) the Constitution and these Bylaws, and any amendments thereto;
- b) the statement of Directors and registered office of the Association;
- c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- d) resolutions of the Voting Members in writing, if any;
- e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- f) the register of Directors;
- g) the register of Members;
- h) the Association's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- i) copies of orders made by a court, tribunal or government body in respect of the Association;
- j) the written consents of Directors to act as such; and
- k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

**12.2** Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. Any other documents may only be inspected by members or other persons at the sole discretion of the Board of Directors.

**12.3** Copies of documents to which a Member is allowed to examine may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

## **PART 13 – CHARITABLE PROVISIONS**

**13.1** 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 objectives.

**13.2** In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations promoting the same object of this Society at the time of winding up or dissolution, and if effect cannot be given to aforesaid provisions, then such funds shall be given or transferred to some other organization, a charitable corporation, or a charitable trust

recognized by the Canada Revenue Agency as being qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect.

## **PART 14 – BYLAWS**

### **14.1 Enactment of Bylaws**

These bylaws may be repealed or amended by a vote of the majority of the Directors at a meeting of the Board of Directors followed by a special resolution passed by the members of the Society, provided that the repeal or amendment of such bylaws shall not take effect until filed with and approved by the Registrar.

### **14.2 Procedure**

A Bylaw may be enacted, or annulled by approval of a special resolution at any general meeting. Written notice of the intention to move such enactment, amendment or annulment of the Bylaws must be given in writing to each member in good standing not less than fourteen days prior to such meeting.