


KATHLEEN ASSAF

BYLAWS OF BRITISH COLUMBIA VETERINARY
TECHNOLOGISTS ASSOCIATION

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1. INTERPRETATION

1.1. Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- a. **"Act"** means the Societies Act, SBC 2015 c 18, of British Columbia as amended from time to time, and includes any successor legislation thereto;
- b. **"Address of the Society"** means the registered office address of the Society as on record from time to time with the Registrar;
- c. **"Board"** means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- d. **"Board Resolution"** means:
 - i. a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - 1. in person at a duly constituted meeting of the Board;
 - 2. by Electronic Means in accordance with these Bylaw; or
 - 3. by combined total of the votes cast in person and by Electronic Means; or
 - ii. a resolution consented to in writing by all Directors who would have been entitled to vote on the resolution at a meeting of the Board;
- e. **"Bylaws"** means the bylaws of the Society as filed with the Registrar;
- f. **"Complaint"** means a complaint against a Member for alleged Incapacity or Professional Misconduct;
- g. **"Complaints Committee"** means the definition provided in section 16.1.1.;
- h. **"CVBC"** means the College of Veterinarians of British Columbia;
- i. **"Executive Director"** means the senior manager appointed by the Board to manage the activities and affairs of the Society;
- j. **"Constitution"** means the constitution of the Society as filed with the Registrar;
- k. **"Directors"** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;

- l. **"Electronic Means"** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - i. in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - ii. in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- m. **"Eligible Party"** means:
 - i. a Person who is or was:
 - 1. a Director, as determined in accordance with these Bylaws or
 - 2. the Executive Director;
 - ii. such other Person described in the Act that is or was appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society; or
 - iii. the heir or personal or legal representative of a Person described in subsections (i) or (ii) above;
- n. **"General Meeting"** means a meeting of the Members, and includes any annual general meeting and any special general meetings of the Society;
- o. **"Incapacity"** a physical or mental ailment, emotional disturbance or addiction that renders a Member incapable of engaging in Professional Practice;
- p. **"Inquiry Committee"** means the definition provided in section 16.1.1.;
- q. **"Inquiry Panel"** means a panel comprising not less than 3 members of the Inquiry Committee, one of whom must be a Director who will act as chair of the panel;
- r. **"Member" or "Members"** means those Persons who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- s. **"Non-Voting Member" or "Non-Voting Members"** means those Persons who are, or who subsequently become, Non-Voting Members of the Society in accordance with these Bylaws and, in either case, have not ceased to be Non-Voting Members;
- t. **"Ordinary Resolution"** means:
 - i. a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - 1. in person at a duly constituted General Meeting,
 - 2. by Electronic Means in accordance with these Bylaws, or
 - 3. by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or

- ii. a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting;
- u. **"Person" or "Persons"** means a natural person or persons;
- v. **"President"** means the Person elected to the office of chair of the Society in accordance with these Bylaws;
- w. **"Professional Misconduct"** includes conduct by a Member that:
 - i. calls into question their competency to engage in Professional Practice;
 - ii. constitutes unauthorized practice pursuant to the *Veterinarians Act* of BC or any regulation thereto;
 - iii. would reasonably be regarded as being disgraceful, dishonorable or unprofessional having regard to all the circumstances and the standards of the profession;
 - iv. contravenes a term, condition, or limitation of membership;
 - v. contravenes a recognized standard of practice;
 - vi. contravenes these Bylaws, including Members' duties under section 2.10; or
 - vii. signs or issues in a professional capacity a document the Member knows contains false or misleading statements;
- x. **"Professional Practice"** means practice as a veterinary technologist;
- y. **"Registered Address"** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- z. **"Registrar"** means the Registrar of Companies of the Province of British Columbia;
- aa. **"Respondent"** means a Member being the subject of an investigation under Part 16;
- bb. **"RVTTC"** means Registered Veterinary Technologists and Technicians of Canada;
- cc. **"Special Resolution"** means:
 - i. a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least 2/3 of the votes cast in respect of the resolution by those Members entitled to vote:
 - 1. in person at a duly constituted General Meeting,
 - 2. by Electronic Means in accordance with these Bylaws, or
 - 3. by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - ii. a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting;
- dd. **"Society"** means the British Columbia Veterinary Technologists Association;

ee. **“Vice-President”** means a Person elected to the office of vice-chair of the Society in accordance with these Bylaws; and

ff. **“Voting Members”** means those Persons which are, or which subsequently become, Voting Members of the Society in accordance with these Bylaws and, in either case, have not ceased to be Voting Members.

1.2. Definitions in Act apply

The definitions in the Act apply to these Bylaws.

1.3. Conflict with 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, shall prevail.

2. MEMBERSHIP

2.1. Admission to Membership

Membership in the Society will be restricted to:

- 2.1.1. those Persons who are Members in good standing on the date these Bylaws come into force; and
- 2.1.2. those Persons whose subsequent application for admission as a Member has been accepted by the Board, provided, in each case, that such Person has not ceased to be a Member pursuant to section 2.11.

2.2. Classes of Membership

2.2.1. There will be the following classes of voting membership, being the Voting Members:

- 2.2.1.1. Active Member
- 2.2.1.2. Inactive Member
- 2.2.1.3. Retired Member

2.2.2. There will be the following class of non-voting membership, being the Non-Voting Members

- 2.2.2.1. Student Member

2.3. Eligibility

The eligibility requirements for the membership classes are as follows:

2.3.1. an Active Member is a Person who:

2.3.1.1. is a graduate of:

- 2.3.1.1.1. an animal health technology or veterinary technology program accredited by the Canadian Veterinary Medical Association or Ontario Association of Veterinary Technicians; or
- 2.3.1.1.2. a non-accredited Canadian or foreign animal health technology or veterinary technology program being not less than 2 years in duration;

2.3.1.2. has:

- 2.3.1.2.1. completed such further education (if any) as the Society may determine; and
- 2.3.1.2.2. successfully passed the Society's practice examination or such other practice examination recognized by the Society;

- 2.3.1.3. is a member in good standing with their governing regulatory body (if applicable);
and
- 2.3.2. an Inactive Member is a Person who holds all of the qualifications of an Active Member but who, on written notice to the Executive Director, intends to suspend Professional Practice for a continuous period of not less than 6 months;
- 2.3.3. A Retired Member is a former Active Member or Inactive Member who is fully retired from Professional Practice;
- 2.3.4. a Student Member is a Person who is enrolled in a program referenced in subsection 2.3.1.1 above.

2.4. Rights of Membership

- 2.4.1. A Voting Member in good standing has the following rights and privileges of membership:
 - 2.4.1.1. to receive notice of, and to attend, all General Meetings;
 - 2.4.1.2. to make or second motions at a General Meeting and to speak in debate on motions under consideration;
 - 2.4.1.3. to exercise a vote on matters for determination at General Meetings;
 - 2.4.1.4. to serve on committees of the Society, as invited;
 - 2.4.1.5. subject to these Bylaws, to nominate eligible Persons for election as an elected Director;
 - 2.4.1.6. use the professional title "Registered Veterinary Technologist" and or the letters "R.V.T." after their name.
- 2.4.2. A Non-Voting Member in good standing has the following rights and privileges of membership:
 - 2.4.2.1. to receive notice of, and to attend, all General Meetings;
 - 2.4.2.2. to speak in debate on motions under consideration;
 - 2.4.2.3. to serve on committees of the Society, as invited.

2.5. Application for Membership

A Person may apply to the Society to become a Member as follows:

- 2.5.1. by submitting a completed application, in such form and manner as may be established by the Society from time to time, at the Address of the Society or to an authorized representative of the Society;

- 2.5.2. by submitting payment for all applicable membership dues and fees; and
- 2.5.3. by submitting such further information or documentation as the Society may require confirming eligibility for membership.

2.6. Term of Membership

Once accepted as a Member a Person continues as a Member until membership otherwise ceases in accordance with these Bylaws.

2.7. Membership not Transferable

A member may not transfer or assign their membership to other individuals or entities. All rights and privileges of membership of the Society will cease immediately upon a person ceasing to be a Member for any reason.

2.8. Dues

The Society will, by Ordinary Resolution, determine the dues and fees payable by Members within each class from time to time as necessary, and in the absence of such determination by Ordinary Resolution, dues are deemed to continue unaltered from the previous year. The Society may determine:

- 2.8.1. that different dues and/or fees will apply to different classes of membership, and to subcategories of membership determined by the Board from time to time within a given class;
- 2.8.2. that dues and/or fees may be pro-rated in certain circumstances; and
- 2.8.3. that dues and/or fees may be waived in cases of demonstrated hardship.

2.9. Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, but is suspended from all of the other rights and privileges set out in section 2.4 for so long as they remain not in good standing.

All Members are deemed to be in good standing except:

- 2.9.1. a Member who has failed to pay membership dues; or
- 2.9.2. a Member who has been suspended by the Board pursuant to section 16.4.5.

2.10. Duties of Members

Every Member will at all times:

- 2.10.1. uphold the Constitution and comply with these Bylaws and policies of the Society in effect from time to time, including but not limited to policies in respect of continuing education; and

- 2.10.2. abide by such codes of conduct and ethics adopted, and as are published, by the Society from time to time.

2.11. Cessation of Membership

A Person will immediately cease to be a Member:

- 2.11.1. upon the date which is the later of:
 - 2.11.1.1. the date of delivering their termination of membership in writing to the Address of the Society; and
 - 2.11.1.2. the effective date of the termination stated thereon;
- 2.11.2. upon the date which is 90 days from the date on which such Member ceases to be in good standing;
- 2.11.3. upon their expulsion pursuant to section 2.12 below; or
- 2.11.4. upon their death.

2.12. Expulsion

A Member may be expelled by a Special Resolution provided that:

- 2.12.1. notice of the Special Resolution calling for the expulsion of a Member will be accompanied by a brief statement of the reason(s) for the proposed expulsion; and
- 2.12.2. the Member who is the subject of the expulsion will be entitled to be heard at the General Meeting before the Special Resolution is put to a vote.

3. GENERAL MEETINGS OF MEMBERS

3.1. Time and Place of General Meetings

General meetings of the Society will be held at least once in every calendar year and at such time and place, in accordance with the Act, as the Board decides.

3.2. Annual General Meeting

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

3.3. Special General Meeting

Every General Meeting other than an annual general meeting is a special general meeting.

3.4. Calling of Special General Meeting

The Society will convene a special general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- 3.4.1. at the call of the President;
- 3.4.2. when resolved by Board Resolution; or
- 3.4.3. when such a meeting is requisitioned by the Voting Members in accordance with the Act.

3.5. Notice of General Meeting

The Society will provide notice of every General Meeting to each Member as follows:

- 3.5.1. by e-mail sent to the address provided by each Member who has provided the Society with an e-mail address not less than 45 days and not more than 60 days prior to the date of the General Meeting; and
- 3.5.2. by posting notice of the General Meeting on the Society's website for Members, for at least 21 days immediately prior to the date of the General Meeting.

If necessary in the Board's discretion, the Society may send notice of a General Meeting to one or more Members by delivery, courier or by mail posted to such Member's Registered Address, or, where the member has provided a fax number or e-mail address, by fax or email, respectively.

3.6. Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and:

- 3.6.1. will include the text of every Special Resolution to be proposed or considered at that meeting; and

3.6.2. in the case of expulsion of a Member, the information required in section 2.12.1 above.

If the Board has determined to hold a General Meeting to include participation by Electronic Means, the notice of that meeting must inform Members that they may participate by Electronic Means and provide instructions on how this may be done.

3.7. Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

4. PROCEEDINGS AT GENERAL MEETINGS

4.1. Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Society:

- 4.1.1. the adoption of an agenda;
- 4.1.2. the adoption of rules of order, if required;
- 4.1.3. the approval of the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting;
- 4.1.4. consideration of the financial statements and the report of the auditor thereon, if any;
- 4.1.5. the consideration of any Voting Members' proposals submitted in accordance with the Act;
- 4.1.6. the election of Directors; and
- 4.1.7. such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

4.2. Attendance at General Meetings

In addition to Members, Directors and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

4.3. Electronic Participation in General Meetings

The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely. Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any. Members participating by permitted Electronic Means are deemed to be present at the General Meeting.

4.4. Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

4.5. Quorum

A quorum at a General Meeting is at least 50 Voting Members in good standing on the date of the General Meeting.

4.6. Lack of Quorum

If within 30 minutes from the time appointed for a General Meeting a quorum is not present the meeting will be terminated and the Board may, in its discretion, give notice of a replacement meeting in accordance with these Bylaws.

4.7. Loss of Quorum

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.8. President

The President (or, in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings. If at any General Meeting the President, Vice-President and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

4.9. Alternate President

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Voting Members present at such meeting, they may preside as chairperson.

4.10. President to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters at a General Meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Act and these Bylaws.

4.11. Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.12. Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.13. Minutes of General Meetings

The Executive Director or such other Person designated by the Executive Director will ensure that minutes are taken for all General Meetings.

5. VOTING BY MEMBERS

5.1. Ordinary Resolution Sufficient

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

5.2. Entitlement to Vote

Each Voting Member in good standing is entitled to one vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

5.3. Voting Other than at General Meeting

The Board may, in its discretion, conduct a vote of the Voting Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Society provides each Member in good standing with notice of:

- 5.3.1. the text of the resolutions to be voted on;
- 5.3.2. the open and closing dates for casting a vote; and
- 5.3.3. instructions on how a Voting Member may cast a vote.

5.4. Voting Methods

Voting by Voting Members may occur by any one or more of the following methods, in the discretion of the Board:

- 5.4.1. by show of hands or voting cards;
- 5.4.2. by written ballot; or
- 5.4.3. by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Voting Members equal to not less than 25% of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Voting Member voted.

5.5. Voting by President

If the Person presiding as chairperson of a General Meeting is a Voting Member, then they may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Voting Members. A Person presiding as chairperson who is not a Voting Member has no vote. The Person presiding as chairperson of a General Meeting does not have a second or a casting

vote in the event of a tie and a motion or resolution that is tied is defeated.

5.6. Voting by Proxy

Voting by proxy is not permitted.

6. DIRECTORS

6.1. Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

6.2. Duties of Directors

Pursuant to the Act, every Director will:

- 6.2.1. act honestly and in good faith with a view to the best interests of the Society;
- 6.2.2. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- 6.2.3. act in accordance with the Act and the regulations thereunder; and
- 6.2.4. subject to subsections 6.2.1 to 6.2.3, act in accordance with these Bylaws.

Without limiting the above a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

6.3. Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if they:

- 6.3.1. are less than 18 years of age;
- 6.3.2. have been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
- 6.3.3. are an undischarged bankrupt; or
- 6.3.4. have been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the Act.

6.4. Number of Directors

The Board will be composed of a minimum of 4 and a maximum of 10 Directors and more than half of those directors must be ordinarily resident in British Columbia.

6.5. Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the required number of Directors in office.

6.6. Appointment of Directors

The Board may, from time to time by Board Resolution, appoint as a Director a Person who is qualified

under section 6.3 and who has knowledge, experience or expertise considered by the Board to be beneficial to the Society. Such appointed Directors will take office immediately upon the passing of such Board Resolution for a term as set out in section 6.7, but for the purpose of calculating the duration of such appointed Director's term, the term will be deemed to have commenced at the close of the annual general meeting of the Society next following such appointment and such term will expire at the conclusion of the annual general meeting held in the final year of the Director's term. Each Person appointed as a Director by Board Resolution will continue as a Director until ceasing in accordance with these Bylaws.

6.7. Term of Directors

The term of office of Directors elected in accordance with section 7.1. will normally be 2 years. However, the Board may by Board Resolution determine that some or all such vacant Directors' positions will have a term of less than 2 years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of an elected Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at a special general meeting their term of office will be deemed to have commenced at the close of the annual general meeting next following such special general meeting.

6.8. Consecutive Terms and Term Limits

Directors may be elected or appointed for up to 10 consecutive years, by any combination of terms.

6.9. Extension of Term to Maintain Minimum Number of Directors

Notwithstanding section 6.8 if insufficient successors are elected and the result is that the number of Directors would fall below minimum number set out in section 6.4 the Person or Persons previously serving as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

6.10. Appointment to fill Vacancy

If an elected Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a Non-Voting Member qualified in accordance with section 6.3 to fill the resulting vacancy. The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position. The period during which a Non-Voting Member serves as an appointed replacement Director does not count toward the term limits set out in section 6.8.

6.11. Removal of Director

- 6.11.1. A Director may be removed before the expiration of their term of office by either of the following methods:

6.11.1.1. by Special Resolution; or

6.11.1.2. by Board Resolution.

6.11.2. If removal is:

6.11.2.1. by Special Resolution then the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office; or

6.11.2.2. by Board Resolution, the Director proposed for removal has a conflict of interest but is entitled to not less than 7 days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

6.12. Ceasing to be a Director

A Person will immediately and automatically cease to be a Director:

6.12.1. upon the date which is the later of:

6.12.1.1. the date of delivering their resignation in writing to the President or to the Address of the Society; and

6.12.1.2. the effective date of the resignation stated therein;

6.12.2. upon the expiry of their term, unless re-elected or re-appointed, as the case may be;

6.12.3. in the case of a Director appointed pursuant to section 6.6, upon their appointment being revoked by Board Resolution;

6.12.4. upon the date such Person is no longer qualified pursuant to section 6.3;

6.12.5. upon their removal pursuant to section 6.11; or

6.12.6. upon their death or Incapacity.

6.13. Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which they were elected, unless sooner ceasing in accordance with these Bylaws. Any previous terms served by Directors prior to these Bylaws coming into force will not be counted towards the term limits set out under section 6.8.

7. NOMINATION AND ELECTION OF DIRECTORS

7.1. Nomination of Directors

Nominations for the election of Directors must be made in accordance with the applicable provisions of these Bylaws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these Bylaws. All nominations are subject to the following rules:

- 7.1.1. a Person must be qualified in accordance with section 6.3 in order to be nominated;
- 7.1.2. a Person need not be a Member to be nominated, however if a Member is nominated, they must be in good standing in order to be nominated and must remain in good standing in order to stand for election;
- 7.1.3. an eligible Person may nominate themselves, and the nomination must be signed by the Person and by 1 other Member;
- 7.1.4. a Member may not nominate more nominees than the number of Director positions available for election; and
- 7.1.5. nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board. Nominations will not be permitted from the floor at a General Meeting.

7.2. Election at Annual General Meeting

Election of Directors will normally take place at the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

7.3. Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such policies and procedures related to the nomination and election of Directors as it determines are necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

8. POWERS AND RESPONSIBILITIES OF THE BOARD

8.1. Powers of Directors

The Board 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 Members in General Meeting, but nevertheless subject to the provisions of:

- 8.1.1. all laws affecting the Society; and
- 8.1.2. these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

8.2. Appointment of Executive Director

The Board will, from time to time, appoint the Executive Director and will be responsible to evaluate the Executive Director's performance from time to time.

8.3. Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

8.4. Remuneration of Directors and Officers and Reimbursement of Expenses

The Directors must not receive remuneration from the Society for acting in their capacity as Directors. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies. Directors may receive remuneration from the Society for providing services in another capacity, provided that a majority of the Board must not be so remunerated.

8.5. Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

8.6. Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

8.7. Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

9. PROCEEDINGS OF THE BOARD

9.1. Board Meetings

Meetings of the Board may be held at any time and place determined by the Board. Meetings may include regular meetings and ad hoc meetings, as determined by the Board.

9.2. Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- 9.2.1. that Director was not in office at the time notice of regular meetings was provided; or
- 9.2.2. the date, time or place of a regular meeting has been altered.

9.3. Ad Hoc Meetings

The Board may hold an ad hoc meeting in any of the following circumstances:

- 9.3.1. at the call of the President; or
- 9.3.2. by request of any 2 or more Directors.

9.4. Notice of Board Meetings

At least 2 days' notice will be sent to each Director of:

- 9.4.1. an ad hoc board meeting; or
- 9.4.2. a change to a regular board meeting for which notice was previously provided.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Executive Director or President. For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted. If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means and provide instructions on how to do so.

9.5. Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board. No other Person is entitled to attend meetings of the Board, but the Board may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

9.6. Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely. Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

9.7. Quorum

Quorum for meetings of the Board will be a majority of the Directors currently in office.

9.8. Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- 9.8.1. will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- 9.8.2. will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- 9.8.3. is not entitled to vote on the contract, transaction or matter;
- 9.8.4. will absent themselves from the meeting or portion thereof:
- 9.8.5. at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
- 9.8.6. in any case, during the vote on the contract, transaction or matter; and
- 9.8.7. refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

9.9. President of Meetings

The President (or, in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board. If at any meeting of the Board the President, Vice-President and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting or requests that they not chair that meeting, the Directors present may choose one of their number to chair that meeting.

9.10. Alternate President

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such

meeting, they may preside as chairperson.

9.11. President to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Act and these Bylaws.

9.12. Minutes of Board Meetings

The Executive Director or such other Person designated by the Executive Director will ensure that minutes are taken for all meetings of the Board.

10. DECISION MAKING AT BOARD MEETINGS

10.1. Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority, will be decided by Board Resolution.

10.2. Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed within the minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

10.3. Entitlement to Vote

Subject to section 9.8, each Director is entitled to 1 vote on all matters at a meeting of the Board. No other Person is entitled to a vote at a meeting of the Board.

10.4. Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the President:

10.4.1. by show of hands;

10.4.2. by written ballot;

10.4.3. by roll-call vote or poll; or

10.4.4. by Electronic Means.

On the request of any one or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

11. OFFICERS

11.1. Officers

The officers of the Society are the:

- 11.1.1. President;
- 11.1.2. Vice-President;
- 11.1.3. Secretary; and
- 11.1.4. Treasurer.

The Board may, by Board Resolution, create and remove such other officers of the Society as it deems necessary and determine the duties and responsibilities of all officers.

An officer must be a Director and a Voting Member in good standing.

11.2. Election of Officers

Election of officers by the Board will normally take place immediately following the annual general meeting and officers so elected will take office commencing at the close of such meeting.

11.3. Term of Officers

The term of office for each officer will be 2 years provided that a Director may be elected for consecutive terms.

11.4. Removal of Officers

A Person may be removed as an officer by Board Resolution.

11.5. Replacement

Should the President or any other officer for any reason be unable to complete their term, the Board will remove such officer from their office and will elect a replacement without delay.

11.6. Duties of President

The President will:

- 11.6.1. (a) act as lead spokesperson for the Society; and
- 11.6.2. (b) supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

11.7. Duties of Vice-President

The Vice-President will assist the President in the performance of their duties and will, in the absence of the President, perform those duties. The Vice-President will also perform such additional duties as may be assigned by the Board.

11.8. Duties of Secretary

11.8.1. The secretary will:

- 11.8.1.1. issue notices of general meetings and directors' meetings;
- 11.8.1.2. take minutes of general meetings and directors' meetings;
- 11.8.1.3. keep the records of the Society in accordance with the Act;
- 11.8.1.4. attend upon filing the annual report of the Society and all other filings with the registrar under the Act.

11.8.2. The Board may delegate some or all of the above duties to the Executive Director.

11.9. Role of Treasurer

11.9.1. The treasurer will, or make the necessary arrangements for:

- 11.9.1.1. receiving and banking monies collected from the members or other sources;
- 11.9.1.2. keeping accounting records in respect of the Society's financial transactions;
- 11.9.1.3. preparing the Society's financial statements;
- 11.9.1.4. making the Society's filings respecting taxes.

11.9.2. The Board may delegate the above some or all of the above duties to the Executive Director.

12. INDEMNIFICATION

12.1. Indemnification of an Eligible Party

Subject to section 12.3 and the provisions of the Act, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of their holding or having held authority within the Society:

- 12.1.1. is or may be joined as a party to such legal proceeding or investigative action; or
- 12.1.2. is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

12.2. Advancement of Expenses

To the extent permitted by the Act and subject to section 12.3 all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

12.3. Indemnification Prohibited

Notwithstanding sections 12.1 and 12.2 the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

- 12.3.1. has already been reimbursed for such expenses;
- 12.3.2. has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that they ought to have done;
- 12.3.3. in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or
- 12.3.4. in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that their conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

12.4. Indemnification not Invalidated by Non-Compliance

The failure of an Eligible Party of the Society to comply with the provisions of the Act, or of the Constitution or these Bylaws, will not invalidate any indemnity to which they are entitled under this part.

12.5. Approval of Court

The Society may apply to the court for any approval of the court to the extent such approval is required by the Act or otherwise to ensure that the indemnities herein are effective and enforceable.

12.6. Indemnification Deemed Term

Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

12.7. Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

13. COMMITTEES

13.1. Creation of Committees

The Board may, by Board Resolution, create such standing and special committees, working groups or task forces as may from time to time be required.

13.2. Term of Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only. A special committee will automatically be dissolved upon the earlier of the following:

- 13.2.1. the completion of the specified time period; or
- 13.2.2. the completion of the task for which it was created.

13.3. Delegation to Committees

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit. All committees, whether standing or otherwise, will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

13.4. Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such a committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

13.5. Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

13.6. Dissolution of Committee

The Board may dissolve any committee by Board Resolution.

14. EXECUTION OF INSTRUMENTS

14.1. No Seal

The Society may have a corporate seal but will not use the seal for the purpose of executing documents.

14.2. Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Society may be signed as follows:

14.2.1. by the President, together with one other Director, or

14.2.2. in the event that the President is unavailable to provide a signature, by any 2 Directors, and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality. The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

14.3. Signing Officer

The Board will, from time to time by Board Resolution, appoint signing officers who will be authorized to sign cheques and all banking documents on behalf of the Society.

15. FINANCIAL MATTERS AND REPORTING

15.1. Fiscal Year

The fiscal year of the Society may be determined by the Board from time to time.

15.2. Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

15.3. Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees.

15.4. Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

15.5. When Audit Required

The Society is not required by the Act to be audited. However, the Society will conduct an audit or review of its annual financial statements if:

- 15.5.1. the Directors determine to conduct an audit or review engagement by Board Resolution;
or
- 15.5.2. the Members require the appointment of an auditor by Ordinary Resolution, in which case the Society will appoint an auditor qualified in accordance with, and will comply with all relevant provisions of, Part 9 of the Act and these Bylaws.

15.6. Appointment of Auditor at Annual General Meeting

If the Society determines to conduct an audit or review engagement, an auditor will be appointed at an annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

15.7. Vacancy in Auditor

Except as provided in section 15.8, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

15.8. Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

15.9. Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

15.10. Restrictions on Appointment

A Person who is not independent of the Society in accordance with section 113 of the Act must not be appointed or act as the auditor for the Society.

15.11. Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

15.12. Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- 15.12.1. receive every notice relating to the meeting to which a Member is entitled;
- 15.12.2. attend the meeting; and
- 15.12.3. to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions directed to them concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

16. COMPLAINTS AND DISCIPLINE

16.1. Standing Committees

- 16.1.1. The Board will establish and maintain the following as standing committees:
 - 16.1.1.1. a Complaints Committee (the "Complaints Committee") consisting of at least 3 Voting Members in good standing appointed by the Board at each annual general meeting; and
 - 16.1.1.2. an Inquiry Committee (the "Inquiry Committee") consisting of the following appointed by the Board at each annual general meeting:
 - 16.1.1.2.1. 3 Directors;
 - 16.1.1.2.2. 2 Voting Members in good standing and not sitting on the Complaints Committee; and
 - 16.1.1.2.3. 1 member of the CVBC.
- 16.1.2. The Complaints Committee and the Inquiry Committee may each establish policies and procedures that are necessary for them to administer the applicable provisions of this Part 16.

16.2. Investigation by Complaints Committee

- 16.2.1. Where the Board or the Executive Director:
 - 16.2.1.1. has received a Complaint, whether from a member of the public or otherwise; or
 - 16.2.1.2. is aware of information that could give rise to a Complaint, the Board may refer the matter to the Complaints Committee for investigation.
- 16.2.2. The Complaints Committee will provide written notice to the Respondent of any investigation under this section 16.2 and the Respondent will provide all information reasonably requested by the Complaints Committee.
- 16.2.3. After completion of its investigation the Complaints Committee will make written recommendation to the Board, including:
 - 16.2.3.1. dismissal of the Complaint;
 - 16.2.3.2. proposed disciplinary action against the Respondent;
 - 16.2.3.3. referral to the Inquiry Committee for further investigation;
- 16.2.4. The Board or Executive Director will provide written notice to the Respondent of the Board's determination of a Complaint investigated pursuant to this section 16.2 and disciplinary action (if any) against the Respondent.

16.3. Investigation by Inquiry Committee

- 16.3.1. Upon referral by the Board (including referral under section 16.2.3.3. above) the Inquiry Committee will convene an Inquiry Panel.
- 16.3.2. Within 90 days of referral under subsection 16.3.1. above the Inquiry Panel will hold an oral hearing.
- 16.3.3. The Inquiry Panel will provide not less than 30 days written notice to the Respondent of:
 - 16.3.3.1. the Complaint;
 - 16.3.3.2. copies of any materials the Inquiry Panel intends to rely on at the hearing; and
 - 16.3.3.3. the time, date and place of the hearing.

The Respondent may attend the hearing with or without legal counsel and will have the right to make full answer and defense to the Complaint.

- 16.3.4. Within 30 days of completion of the hearing the Inquiry Panel will make a written recommendation to the Board, including:
 - 16.3.4.1. dismissal of the Complaint; and
 - 16.3.4.2. proposed disciplinary action against the Respondent.
- 16.3.5. The Board or Executive Director will:
 - 16.3.5.1. provide written notice to the Respondent of the Board's determination of a Complaint investigated pursuant to this section 16.3 and disciplinary action (if any) against the Respondent; and
 - 16.3.5.2. publish such determination and disciplinary action (if any) in the Society's next publication to Members.

16.4. Disciplinary Action

Board may, as result of an investigation under section 16.2 or 16.3, take such disciplinary action against a Respondent as the Board determines, including:

- 16.4.1. obtaining an undertaking from the Respondent to complete remedial professional education;
- 16.4.2. reprimand of the Respondent;
- 16.4.3. formal censure of the Respondent;
- 16.4.4. imposition of a fine against the Respondent; and
- 16.4.5. suspension of membership, and all such disciplinary action is binding on the Respondent.

17. NOTICE GENERALLY

17.1. Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where the member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

17.2. When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received. Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

17.3. Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

18. MISCELLANEOUS

18.1. Dissolution

In the event of the dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, will be given or transferred to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the Society at the time of dissolution, provided that such organization or organizations will be registered as non-profit under the Act. If effect cannot be given to the aforesaid provisions, then such funds will be given or transferred to a suitable level of local, provincial or federal government.

18.2. Inspection of Documents and Records By Director

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

18.3. Inspection of Documents and Records By Member

A Member in good standing is entitled, upon providing not less than 7 days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- 18.3.1. the Constitution and these Bylaws, and any amendments thereto;
- 18.3.2. the statement of directors and registered office of the Society;
- 18.3.3. minutes of any General Meeting, including the text of each resolution passed at the meeting;
- 18.3.4. resolutions of the Voting Members in writing, if any;
- 18.3.5. annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- 18.3.6. the register of Directors;
- 18.3.7. the register of Members;
- 18.3.8. the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- 18.3.9. copies of orders made by a court, tribunal or government body in respect of the Society;
- 18.3.10. the written consents of Directors to act as such; and
- 18.3.11. the disclosure of a Director or senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board

may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion. Copies of documents to which a Member is allowed to inspect 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.

18.4. Right to become Member of other Society

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

19. BYLAWS

19.1. Entitlement of Members to copy of Constitution and sections

On being admitted to membership, each Member is entitled to, and upon request the Society will provide them with, access to a copy of the Constitution and these Bylaws.

19.2. Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

19.3. Effective Date of Alteration

Any alteration to these Bylaws or the Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: OCTOBER 27, 2019.