



PACIFIC SPIRIT PARK SOCIETY

www.pacificspiritparksociety.org

BC Societies Act

Transition Proposal for Pacific Spirit Park Society

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INTRODUCTION

The *BC Societies Act* came into force November 28, 2016. Although there is a two-year grace period for some aspects of the Act, after November 28, 2016 the Pacific Spirit Park Society is being impacted as follows:

- Any meeting that takes place after this date must now be compliant with the new Societies Act.
- We cannot alter our bylaws until we have transitioned to governance under the new Societies Act.
- New default voting thresholds for resolutions take effect, except where our bylaws specifically state otherwise.
- Members may requisition a general meeting, and propose agenda items for general meetings.
- There are new rules regarding qualification, election, and appointment of directors.
- There are new rules regarding directors' term of office, resignation, and removal from office.
- There are new requirements for the disclosure of employee remuneration.
- There are new rules for directors' meetings, liability, and borrowing power.
- Members are now able to request to inspect records.
- Members are able to apply to the court for a remedy if the society's activities are oppressive or unfairly prejudicial to one or more members.
- Records must now be kept and may be kept in formats outlined in the new Societies Act.
- Societies may restrict member access to the register of members through a directors' resolution.
- Societies may restrict public access to their records through a bylaw

This transition proposal seeks to orient our existing bylaws within the new Societies Act. In doing so, bylaws have been **added, changed, removed, reworded, reformatted and moved**. Each bylaw is prefaced by an explanation as to how it has been impacted by this transition using the above terms, cross-referenced with the original bylaw (where one existed), and additional explanation is provided where required.

The directors of the Pacific Spirit Park Society will address each section of this transition proposal, and motion for amendments where appropriate (although some bylaws are now required by the Act, and cannot be amended). Upon the directors accepting a final proposal, it will be brought to the next annual general meeting to be voted on by the membership via special resolution. Should the proposal pass, a transition application will be filed with the registry.

TRANSITION DOCUMENT

PACIFIC SPIRIT PARK SOCIETY

CONSTITUTION

1. The name of the Society is the Pacific Spirit Park Society (the 'Society').
2. The Purposes of the Society are to promote the protection of and care for Pacific Spirit Regional Park (the 'Park'), an urban forest and foreshore park. The Society will advise the Greater Vancouver Regional District Parks Department ('GVRD Parks') with an aim to protect the natural ecosystems, to maintain recreational opportunities in harmony with nature, and to promote public knowledge and stewardship of the Park's natural environment.
 - 2.1 To advise GVRD Parks, where possible, on the protection and care for the Park and in the planning and operation of the park;
 - 2.2 To advise GVRD Parks in such a way as to promote the preservation and protection of the natural resources of the Park;
 - 2.3 To encourage recreational use of the park that is in harmony with protection of its natural resources;
 - 2.4 To promote public awareness of the value of the Park by developing programs, projects and events in conjunction with GVRD Parks and other interested parties;
 - 2.5 To educate user of the Park and the public in general on the significant natural attributes of the Park, on the effects of improper treatment of Park lands, and on ethical and acceptable standards of behaviour and activity for Park users;
 - 2.6 To support the goals of the Society by the raising of funds;
 - 2.7 To maintain a broadly-based, inclusive society with a representative board that will actively advance the purposes of the society.

Bylaws of *Pacific Spirit Park Society* (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

The definitions for: "Act," "Board," "Bylaws," "Director," and "Member" have been added in accordance with the Act and the definition of these terms cannot be disputed due to this. In the case of "Member," this definition has replaced section 3 of our original bylaws but not changed the meaning of that section. The term "Park" has also been added for ease when writing these bylaws. Where applicable, definitions have been made to agree with section 1 of the Act. Definitions for "registered address" "ordinary resolution," "special resolution," and "representative" have been removed as they are described within the text of the bylaws, or were not used in this document.

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

"Director" means an individual who has been designated, elected, or appointed to the board of directors of the Society by special resolution, in accordance with section X, or who has been appointed by the board in order to fill a vacancy, in accordance with section X.

"Member" means an applicant for the incorporation of the Society who remains a member of the Society; or, a person who becomes, in accordance with these bylaws, a member of the Society and who remains a member of the Society. **[S.3 Reworded]**

"Park" means Pacific Spirit Regional Park.

"User Group" means incorporated and non-incorporated groups who use the Park for their activities.

"Task Group" means non-incorporated groups who perform specific activities to enhance and maintain the Park or other activities that may arise from time to time.

Definitions in Act apply

This replaces and rewords section 1.2 of our previous bylaws, but does not change the meaning. It is in agreement with section 11.3 of the Act.

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

This has been added for direction, as section 11.3 of the Act clearly states that the Act prevails where disagreements with society bylaws occurs.

1.3 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.

Operations of the Society

Section 10 of the Act states that nothing beyond the name and purpose of the society can exist in the constitution. Those clauses must therefore be moved to our bylaws, become previously unalterable, and cannot be altered until after we have filed for transition.

1.4 The operations of the society are to be carried out in the general vicinity of the Park, the City of Vancouver, and the jurisdictional boundaries of the GVRD. This provision was previously unalterable.

Society Conduct

Section 10 of the Act states that nothing beyond the name and purpose of the society can exist in the constitution. Those clauses must therefore be moved to our bylaws, become previously unalterable, and cannot be altered until after we have filed for transition.

1.5 The Society shall be conducted without the purpose of gain for its Members and any profits or other accretions to the Society shall be used in furtherance of its purposes. This provision was previously unalterable.

PART 2 – MEMBERS

Application for membership

This replaces and rewords section 4 of our previous Bylaws, but does not change the meaning. It is in agreement with section 67.1 of the Act.

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Membership age requirement

This has been added to prevent members under the age of 18 from becoming members, which section 67.2 of the Act now allows unless the bylaws specifically state otherwise. As each member is entitled to vote on society business and hold any office, there should be an age minimum.

2.2 A person under the age of 18 must not be accepted as a member of the Society, but may act as a volunteer, volunteer leader, or occupy an advisory role.

Duties of members

This replaces and rewords section 5 of our previous Bylaws, but does not change the meaning. It is in agreement with section 68 of the Act.

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

Amount of membership dues

This replaces section 6 of our previous bylaws and removes language specifically for the time of society incorporation. It also shifts responsibility of determining the amount of membership dues from the members to the Board. It is in agreement with section 68 of the Act.

2.4 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

This replaces and rewords section 10.1 of our previous Bylaws, but does not change the meaning. It is in agreement with section 68 of the Act.

2.5 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.

Member not in good standing may not vote

This was added to provide incentive to be a member in good standing. It is in agreement with section 84.4 of the Act.

2.6 A voting member who is not in good standing

- (a) may 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.

Termination of membership

This replaces and changes sections 7 and 10.2 of our previous Bylaws. It removes the need to mail notice of resignation. It is in agreement with section 69.1 of the Act.

2.7 A person's membership in the Society is terminated when:

- (a) the member's term of membership, if any, expires;
- (b) the member delivers their resignation to the board;
- (c) the member dies;
- (d) the member is expelled in accordance with these bylaws;
- (e) the member is not in good standing for 3 consecutive months;
- (f) the member does not sign the register of members for the coming year at the annual general meeting and does not advise the Secretary in writing within 30 days of the annual general meeting of his/her intention to be a member for the following year if no annual membership fee is set.

Expulsion of a member

This replaces and rewords section 8 of our previous Bylaws, but does not change the meaning. It is in agreement with section 70 of the Act.

2.8 A member of the Society may be expelled by special resolution, but the member to be expelled must receive notice of the proposed expulsion and be given reasonable opportunity to make representations to the Society respecting the proposed expulsion.

Members are entitled to a copy of the Constitution and Bylaws

This replaces and rewords section 56 of our previous Bylaws, but does not change the meaning. It does not contravene the Act.

2.9 Each member is entitled to a copy of the constitution and bylaws of the Society, free of charge.

Members are entitled to attend any meeting

This replaces and rewords section 9 of our previous Bylaws, but does not change the meaning when coupled with section 2.11 of these bylaws. It does not contravene the Act.

2.10 Every member is entitled to attend any meeting of the Society, subject to these Bylaws.

Members are entitled to hold any office

This replaces and rewords section 9 of our previous Bylaws, but does not change the meaning when coupled with section 2.10 of these bylaws. It does not contravene the Act.

2.11 Every member is entitled to hold any office in the Society, subject to these Bylaws.

PART 3 – GENERAL MEETINGS OF MEMBERS

Annual general meeting

This replaces and changes section 13 of our previous Bylaws and cannot be altered by our bylaws. It is in agreement with section 72.1 of the Act. Rather than every fifteen months, a AGM must be held every calendar year.

3.1 The board must call an annual general meeting in each calendar year.

Time and place of general meeting

This replaces and rewords section 11.1 of our previous Bylaws, but does not change the meaning. It is in agreement with section 74 of the Act.

3.2 A general meeting must be held at the time and place the Board determines.

Requisition of general meeting

This replaces and changes sections 11.2 and 11.3 of our previous Bylaws. It does not state that post must be used. It is in agreement with section 75 of the Act.

3.3 The Board must convene a general meeting if requested by 10% or more of the voting members in writing, and that general meeting will be held within 60 days or less from the time the Board receives such a request.

Ordinary business at general meeting

This replaces and changes section 14 of our previous Bylaws. It is in agreement with section 3.2 of Schedule I of the Act. Whereas special business was described previously, this describes ordinary business. All else is considered special business.

3.4 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.

Member proposals

This has been added as section 81 of the Act provides members with the power to propose business at general meetings ahead of the meeting. This gives direction for the process.

3.5 2 members or 5% of the voting members, whichever is greater, may propose a matter to be considered at a general meeting, and if the proposal is sent to the board 7 days prior to a general meeting, the Board must include with its notice of a general meeting:

- (a) the proposal;
- (b) the names of the members submitting the proposal; and,
- (c) one statement in support of the proposal, if the members submitting the proposal requests that the statement be included with the notice.

Notice of general meeting

This replaces and changes section 12 of our previous Bylaws. The text of a special resolution must be exact, not general. Notice must not exceed 60 days either. This is in agreement with sections 77 and 78 of the Act.

3.6 Notice of a general meeting must be sent to all members of the Society between 30 and 60 days prior to the general meeting, and must provide:

- (a) the date, time and location of the general meeting;
- (b) provide the text of any special resolution to be submitted at the meeting.

Chair of general meeting

This replaces and rewords section 17 of our previous Bylaws, but does not change the meaning. It is in agreement with section 3.4 of Schedule I of the Act.

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

Alternate chair of general meeting

This replaces and rewords section 18 of our previous Bylaws, but does not change the meaning. It is in agreement with section 3.5 of Schedule I of the Act.

3.8 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.

Quorum required

This replaces and rewords section 15.1 of our previous Bylaws, but does not change the meaning. It is in agreement with section 3.6 of Schedule I of the Act.

3.9 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.

Quorum for general meetings

This replaces and rewords section 15.3 of our previous Bylaws, but does not change the meaning. It is in agreement with section 82 of the Act.

3.10 The quorum for the transaction of business at a general meeting is 3 voting members or 5% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

This replaces and rewords section 16 of our previous Bylaws, but does not change the meaning. It is in agreement with section 3.8 of Schedule I of the Act.

- 3.11** 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.

If quorum ceases to be present

This replaces and rewords section 15.2 of our previous Bylaws, but remains unchanged. It is in agreement with section 3.9 of Schedule I of the Act.

- 3.12** 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.

Adjournments by chair

This replaces and rewords section 19 of our previous Bylaws, but does not change the meaning. It is in agreement with section 3.10 of Schedule I of the Act.

- 3.13** 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.

Notice of continuation of adjourned general meeting

This replaces and changes sections 19.2 and 19.3 of our previous bylaws. 10 days has been changed to 30 days. It is in agreement with section 3.11 of Schedule I of the Act.

3.14 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.

Order of business at general meeting

This has been added for direction at general meetings. It is in agreement with section 3.12 of Schedule I of the Act.

3.15 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.

Methods of voting

This replaces and rewords section 21.2 of our previous Bylaws, but does not change the meaning. It is in agreement with section 3.13 of Schedule I of the Act.

3.16 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

This was added to provide direction at general meetings. It is in agreement with section 3.13 of Schedule I of the Act.

3.17 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.

Proxy voting not permitted

This replaces and rewords section 21.3 of our previous Bylaws, but does not change the meaning. It is in agreement with section 85 of the Act.

3.18 Voting by proxy is not permitted.

Chair must not vote

This replaces and rewords section 20 of our previous Bylaws, but does not change the meaning. It is in agreement with section 84 of the Act.

3.19 The chair of a general meeting must not vote other than to make quorum, or to cause or break a tie; though the chair may second a motion or propose a resolution.

Matters decided at general meeting by ordinary resolution

This was added to allow for voting thresholds to be changed at a later date if needed. It is in agreement with section 3.16 of Schedule I of the Act.

3.20 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

Functions of directors

This replaces and rewords section 22 of our previous Bylaws, but does not change the meaning. It is in agreement with section 52 of the Act.

4.1 The directors of the Society must manage, or supervise the management of, the activities and internal affairs of the society.

Number of directors on Board

This replaces and changes section 23 of our previous Bylaws. A 20-person board is just too many people to be efficient. It agrees with section 4.1 of Schedule I of the Act.

4.2 The Society must have no fewer than 7 and no more than 15 directors.

Election or appointment of directors

This replaces and rewords section 24.5 of our previous Bylaws, but does not change the meaning. It is in agreement with section 4.2 of Schedule I of the Act.

4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

This replaces and rewords section 25.3 of our previous Bylaws, but does not change the meaning when considered alongside section 4.5 of these bylaws. It is in agreement with section 4.3 of Schedule I of the Act.

4.4 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office. This time in office does not count towards term length should that member be elected as a director at the next annual general meeting.

Term of appointment of director filling casual vacancy

This replaces and rewords section 25.3 of our previous Bylaws, but does not change the meaning when considered alongside section 4.4 of these bylaws. It is in agreement with section 4.4 of Schedule I of the Act.

4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy, or at the next AGM, whichever is shorter.

Term length of directors

This replaces and changes section 24.4 of our previous bylaws. The term length remains 2 years, but mention of the society at time of incorporation is removed. This is not in contravention of the Act.

4.6 Members elected to fill the position of director are elected for a 2-year term.

Consecutive Term Limit of directors

This replaces and rewords section 25.5 of our previous Bylaws. Consecutive term limits have been increased from 2 to 3. It does not contravene the Act.

4.7 Directors may be re-elected, but may not serve more than 3 terms consecutively.

Directors must attend directors' meetings

This replaces and rewords section 25.4 of our previous Bylaws, but does not change the meaning when combined with section 4.9 of these bylaws. It does not contravene the Act.

4.8 A director's term must cease if they fail to appear at 3 consecutive meetings of the directors without just cause, and just cause will be determined by Board vote at the first meeting of the directors following the third consecutive meeting missed by the director in question. A director, having missed two consecutive board meetings, should be sent notice of this Bylaw.

Expulsion of a director

This replaces section 27 of our previous Bylaws, and remains unchanged. It does not contravene the Act.

4.9 A director may be removed from office by special resolution and another director may be elected, or appointed by ordinary resolution, to serve during the balance of the term.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

This replaces section 29.4 of our previous Bylaws, and remains unchanged. It does not contravene the Act.

5.1 A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.

Notice of directors' meeting

Added to provide direction for directors' meetings. It is in agreement with section 5.2 of Schedule I of the Act.

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

Added to make accidental omissions the same for directors' meetings as for general meetings. In agreement with section 5.3 of Schedule I of the Act.

5.3 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.

Conduct of directors' meetings

This replaces and rewords section 29.1 of our previous Bylaws, but does not change the meaning. It is in agreement with section 5.4 of Schedule I of the Act.

5.4 The directors may regulate their meetings and proceedings as they think fit, subject to these bylaws.

Quorum of directors

This replaces and rewords section 29.2 of our previous Bylaws, but does not change the meaning. It is in agreement with section 5.5 of Schedule I of the Act.

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Chair of directors' meeting

This replaces and rewords section 29.3 of our previous Bylaws, but does not change the meaning. It does not contravene the Act.

5.6 The following individual is entitled to preside as the chair of a directors' meeting:

- (a) the president;
- (b) if within 30 minutes of the time appointed for the meeting the president is not present, the vice president;
- (c) if within 30 minutes of the time appointed for the meeting the president and vice-president is not present, the directors may choose one of their number.

Voting at directors' meeting

This replaces and combines section 35 and 36 of our previous Bylaws, and removes the wording that whenever possible business must be decided by consensus. This is just not efficient not likely, and business is often decided by vote. It does not contravene the Act.

5.7 Each director, except the chair who must not vote unless their vote would ensure quorum or cause or break a tie, is entitled to 1 vote, and voting must be conducted according to Roberts Rules of Order.

A resolution in writing is valid

This replaces and changes section 37 of the previous Bylaws. The number of signatures has been changed from all to "a majority." It is not in contravention of the Act.

5.8 A resolution in writing, signed by a majority of directors and placed with the minutes is a valid and effective as if regularly passed at a directors' meeting.

Creation of committee

This replaces and rewords section 30 of our previous Bylaws, but does not change the meaning. It does not contravene the Act.

5.9 The Board may create a committee as they see fit; though,

- (a) a committee must have 1 or more directors as sitting members.
- (b) a committee must conform to any rules imposed on it by the Board, and must report every action or recommendation to the next directors' meeting.
- (c) the chair, or their designate, may sit as an ex-officio member of any committee established by the Board.

Chair of committee meeting

This replaces and changes section 31 of our previous Bylaws. The perspective chairs are determined by board position and committee creation. It does not contravene the Act.

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

- (a) a director, elected by the Board in the formation of the committee;
- (b) the president, or their designate, if sitting as an ex-officio member of the committee.
- (c) if within 30 minutes of the time appointed for the meeting the elected director, the president, or the president's designate is not present the

committee may choose a director amongst their number to chair the meeting.

Conduct of committee meeting

This replaces and rewords section 32 of our previous Bylaws, but does not change the meaning. It does not contravene the Act.

5.11 The committee members may regulate their meetings and proceedings as they think fit, subject to these bylaws.

Voting at committee meeting

Added to provide direction at committee meetings. It is not in contravention of the Act.

5.12 Each committee member, except the chair who must not vote unless their vote would ensure quorum or cause or break a tie, is entitled to 1 vote, and voting must be conducted according to Roberts Rules of Order.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

Replaces and changes section 25.1 of our previous bylaws. The act requires that a president, vice-president, secretary, and treasurer be appointed. Whereas a chair leads a meeting a president is the chief executive officer of the society. We have been using these interchangeably, which is incorrect. It is in agreement with section 6.1 of Schedule I of the Act.

6.1 The directors shall elect from their number:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Holding multiple board positions

This replaces and changes section 42 of our Bylaws. Any combination of appointments is now possible, though the president cannot hold more than one appointment. It is in agreement with section 6.1 of Schedule I of the Act.

6.2 Directors may be elected to more than one board position, except the president who must not be elected to more than one position.

Directors at large

Added in agreement with Schedule I of the Act.

6.3 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

This replaces and rewords section 38 of our previous Bylaws, but does not change the meaning. It is in agreement with section 6.3 of Schedule I of the Act.

6.4 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

This replaces and rewords section 39 of our previous Bylaws, but does not change the meaning. It is in agreement with section 6.4 of Schedule I of the Act.

6.5 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Term length of president and vice-president

This replaces and rewords section 25.2 of our previous Bylaws, but does not change the meaning. It does not contravene the Act.

6.6 Directors elected to fill the position of president and vice-president are appointed for a 1-year term.

Consecutive Term Limit of President and Vice President

This replaces and rewords section 25.2 of our previous Bylaws. Consecutive term limit increased from 1 to 2 terms. It does not contravene the Act.

6.7 A director elected as president or vice-president must not be elected to and serve more than two terms of office consecutively.

Role of secretary

This replaces and changes section 40 of our previous Bylaws. It updates this position's responsibilities to include filing of reports, and conducting correspondence. It is in agreement with section 6.5 of Schedule I of the Act.

6.10 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

This replaces and rewords section 43 of our previous Bylaws, but does not change the meaning. It is in agreement with section 6.6 of Schedule I of the Act.

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

Role of treasurer

This replaces and changes section 41 of our previous Bylaws. It updates this position's responsibilities to include filing of taxes if necessary, banking money. It is in agreement with section 6. of Schedule I of the Act.

6.12 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

PART 7 – SEAL

Board may provide a common seal

This replaces section 44 of the previous Bylaws but is unchanged. It is not in contravention of the Act.

7.1 The Board may provide a common seal for the society, and may destroy a seal and substitute a new seal in its place.

The seal may be affixed

This replaces and changes section 45 of the previous Bylaws. It increases the number of people in front of whom the seal can be affixed for efficiency. It is not in contravention of the Act.

7.2 The common seal shall be affixed only when authorised by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and either the vice-president, secretary, or treasurer.

PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

This replaces and changes section 28 of our previous Bylaws. It allows for remuneration of directors so long as it is not AS a director. It is in agreement with S.7.1 of Schedule I of the Act.

8.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Reimbursement of directors

This replaces and rewords section 28 of our previous Bylaws, and does not change the meaning. It is not in contraventions of the Act.

8.2 A director must be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society and which are given approval by vote of the directors.

Borrowing

This replaces and rewords section 46 of our previous Bylaws, and does not change the meaning. It is in agreement with section 34 of the Act.

8.3 The members may by special resolution authorize directors to borrow funds to carry out a specific project that advances the purposes of the Society. The directors shall not borrow money without sanction of a special resolution passed at a general membership meeting.

Signing authority

Added to provide direction and mirror how business has been conducted currently. In agreement with section 7.2 of Schedule I of the Act.

- 8.4** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 9 – DISSOLUTION

Transfer of property after dissolution

Section 10 of the Act states that nothing beyond the name and purpose of the society can exist in the constitution. Those clauses must therefore be moved to our bylaws, become previously unalterable, and cannot be altered until after we have filed for transition.

- 9.1** In the event that the Society shall be wound up or liquidated in accordance with the provisions of the Society Act of British Columbia, all assets and property, real and personal, held by the Society, shall be given or transferred to such non-profit organization or organizations concerned with promoting the same purposes of this Society. This provision was previously unalterable.

PART 10 – BYLAWS

Alteration of Bylaws

This replaces section 57 of the previous Bylaws but is unchanged. It is in agreement with section 11 of the Act.

- 10 .1** These bylaws must not be altered or added to except by special resolution.

REMOVED BYLAWS

Section 2

Words importing the singular include the plural and vice versa; and words importing a person include a corporation.

This is redundant, as such rules are assumed in the Act. This is not needed to interpret the bylaws.

Section 10.3

Whether or not an annual membership fee is set, a member ceases to be in good standing if he/she has failed to pay any subscription or debt due and owing him/her to the Society and he/she is not in good standing so long as the debt remains unpaid.

This was redundant to section 10.1 in our previous bylaws, which has been captured in section 2.5 of these bylaws.

Section 12.2

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

This ruling is assumed within the Act, and does not need to be stated within our bylaws.

Section 15.4

"member" for the purposes of constituting a quorum shall be a person who was on the register of members on the day the notice of the meeting was mailed.

This no longer agrees with the Act, and will be overruled by it. These members are not a separate class of member, which would allow voting restrictions. Note, this does not allow someone to show up at an AGM, sign up, and then vote, because that person will not become a member until after the directors' meeting following the AGM.

Section 21.1

A member present at a meeting of members and who was on the register of members on the day the notice of the meeting was mailed and who is a member in good standing is entitled to one vote.

Similar to section 15.4 above, this does not constitute a separate member group. If they are a member, they are a voting member (unless not in good

standing); therefore, this bylaw is redundant and assumed in both our bylaws and the Act.

Section 24.1

The first directors shall serve a term which will end at the adjournment of the second annual general meeting of the members.

This is only applicable to the period of incorporation and is no longer needed.

Section 24.2

At the first annual general meeting, the members may elect a number of directors which is not more than equal to the number of directors already in position, and in no event so many as to make the total number of directors exceed twenty (20) on the adjournment of the same meeting

This is only applicable to the period of incorporation and is no longer needed.

Section 24.3

Not less than fifty percent (50%) of the directors elected at the first annual general meeting shall be elected for a one (1) year term and shall resign at the next annual general meeting.

This is only applicable to the period of incorporation and is no longer needed.

Section 24.6

The election of directors at annual general meetings shall be by ballot, unless there are no more members willing to stand as directors than positions coming vacant to be filled, in which case the directors may be elected by acclamation.

This is redundant to 21.2 of our previous bylaws, which is already covered by section 3.16 of these bylaws.

Section 26

No act or proceeding of the directors is invalid only be reason of there being less than the prescribed number of directors in office.

Like removed section 12.2, this is assumed in the act and does not need to be stated within our bylaws.

Section 33

For a first meeting of directors held immediately following the appointment or election of a director or directors and an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a

vacancy of a director, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if quorum of directors is present.

Accidental failure to give notice of any meeting does not invalidate that meeting, and this is assumed in the Act. This does not need to be stated in our bylaws.

Section 34

A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telefax, cable, email, or facsimile, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- (a) No notice of meeting of directors shall be sent to that director; and
- (b) Any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

This is provided in the Act, but does not need to be restated in our bylaws for the general running of the Society.

Part 10 – Auditor

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

48. The first auditor shall be appointed by the directors and thereafter an auditor shall be appointed, when required, at a general meeting by ordinary resolution.

49. An auditor may be removed by ordinary resolution.

50. An auditor shall be promptly informed in writing of appointment or removal.

51. No director and no employee of the Society shall be auditor.

52. The auditor may attend general meetings.

Part 10 of the previous bylaws does not need to be reincorporated into these new bylaws. Rules governing auditors and their hiring are available through the Act, and would be best laid out in a general policy documents regarding financial processes of the Society.

Part 11: Notices to members

53. A notice shall be given to a member, either personally or by mail to him/her at his/her registered address.
54. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. Member must be given notice twenty-eight (28) days in advance of the meeting or event announced in the notice.
55. (1) Notice of a general meeting shall be given to
- (a) Every member shown on the register of members on the day notice is given; and
 - (b) The auditor, if Part 10 applies.
- (2) No other person is entitled to receive notice of a general meeting.

A separate section of the bylaws regarding notice is redundant as this is dealt with in each applicable section. Further, this section specifically lays out the need to provide notice by post, which is no longer required.

APPENDIX I: PSPS CONSTITUTION AND BYLAWS, 1998

SOCIETY ACT

PACIFIC SPIRIT PARK SOCIETY

CONSTITUTION

1. The name of the Society is the Pacific Spirit Park Society (the ‘Society’).
2. The Purposes of the Society are to promote the protection of and care for Pacific Spirit Regional Park (the ‘Park’), an urban forest and foreshore park. The Society will advise the Greater Vancouver Regional District Parks Department (‘GVRD Parks’) with an aim to protect the natural ecosystems, to maintain recreational opportunities in harmony with nature, and to promote public knowledge and stewardship of the Park’s natural environment.
 - 2.1. To advise GVRD Parks, where possible, on the protection and care for the Park and in the planning and operation of the park;
 - 2.2. To advise GVRD Parks in such a way as to promote the preservation and protection of the natural resources of the Park;
 - 2.3. To encourage recreational use of the park that is in harmony with protection of its natural resources;
 - 2.4. To promote public awareness of the value of the Park by developing programs, projects and events in conjunction with GVRD Parks and other interested parties;
 - 2.5. To educate users of the Park and the public in general on the significant natural attributes of the Park, on the effects of improper treatment of Park lands, and on ethical and acceptable standards of behaviour and activity for Park users;
 - 2.6. To support the goals of the Society by the raising of funds;
 - 2.7. To maintain a broadly-based, inclusive society with a representative board that will actively advance the purposes of the society.
3. The operations of the society are to be carried out in the general vicinity of the Park, the City of Vancouver, and the jurisdictional boundaries of the GVRD. The provisions of Clause 3 are unalterable.
4. The Society shall be conducted without the purpose of gain for its Members and any profits or other accretions to the Society shall be used in furtherance of its purposes. The provisions of Clause 4 are unalterable.
5. In the event that the Society shall be wound up or liquidated in accordance with the provisions of the Society Act of British Columbia, all assets and property, real and personal, held by the Society, shall be given or transferred to such non-profit organization or

organizations concerned with promoting the same purposes of this Society. The provisions of Clause 5 are unalterable.

SOCIETY ACT

PACIFIC SPIRIT PARK SOCIETY

BYLAWS

PART 1 – INTERPRETATION

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) “directors” means the directors of the Society for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered address” of a member means his/her address as recorded in the register of members;
 - (d) “ordinary resolution” means a resolution passed in a general meeting by the members of the Society by a simple majority of the votes cast in person;
 - (e) “special resolution” means a resolution passed in a general meeting by a majority of not less than 75% who vote at the meeting. A special resolution is required to: amend the bylaws, change the objects, remove a director, expel a member, issue debentures and surrender the certificate of incorporation;
 - (f) “representative” means to stand for or correspond to a diversity of park users;
 - (g) “user group” means incorporated and non-incorporated groups who use Pacific Spirit Regional Park for their activities;
 - (h) “task group” means non-incorporated groups who perform specific activities to enhance and maintain Pacific Spirit Regional Park or other activity groups as may from time to time arise.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a person include a corporation.

PART 2 – MEMBERSHIP

3. The members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.

5. Every member shall uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues, if any, shall be determined by the directors, and, after that the annual membership dues, if any, shall be determined at the annual general meeting of the Society.
7. A person shall cease to be a member of the Society
 - (a) by delivering his/her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on his/her death or in the case of a corporation on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 3 consecutive months.
8.
 - (1) A member may be expelled by special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. Every member of the Society shall be entitled to attend any meeting of the Society and to hold any office.
10.
 - (1) In the event that an annual membership fee is set, all members are in good standing except a member who has failed to pay his/her current annual membership fee to the Society and he/she is not in good standing so long as the fee remains unpaid.
 - (2) In the event that no annual membership fee is set, each member will cease to be a member in good standing at the close of each annual general meeting unless he/she has either signed the register of members for the coming year at the annual general meeting or advised the Secretary in writing within 30 days of the annual general meeting of his/her intention to be a member for the following year.
 - (3) Whether or not an annual membership fee is set, a member ceases to be in good standing if he/she has failed to pay any subscription or debt due and owing him/her to the Society and he/she is not in good standing so long as the debt remains unpaid.

PART 3 – MEETINGS OF MEMBERS

11. (1) General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide, and shall be held as often as the business of the Society requires.
 - (2) The directors shall convene a general meeting if a petition signed by a minimum of 10% of the general membership is sent by registered mail to the legal address of the Society.
 - (3) In the event of a meeting to be convened pursuant to s.11(2) herein, the time of such meeting shall be not more than forty-five (45) days after the date on which the initiating petition is received by the Society.

12. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business, and notice of a general meeting shall be mailed thirty (30) days prior to the date of the meeting.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

13. The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

14. Special business is
 - (a) all business at a general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting, except,
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening at the meeting.

15. (1) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum is three (3) members unless the membership is more than thirty (30) in which case a quorum is ten percent (10%) of the members.
 - (4) A “member” for the purposes of constituting a quorum shall be a person who was on the register of members on the day the notice of the meeting was mailed.
16. If within thirty (30) minutes of the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
17. Subject to bylaw 18, the chair of the Society, the vice chair or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.
18. If at a general meeting
- (a) There is no chair, vice chair, or other director present within fifteen (15) minutes after the time appointed for holding meeting; or
 - (b) The chair and all the other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson of the meeting.
19. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided by this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
20. (1) Any resolution proposed at a meeting must be seconded and the chairperson of a meeting may move or propose a resolution.
- (2) The chairperson may not cast a vote other than to either cause or to break a tie.
21. (1) A member present at a meeting of members and who was on the register of members on the day the notice of the meeting was mailed and who is a member in good standing is entitled to one vote.

- (2) Subject to s.21(3), voting is by show of hands, unless and until one of the directors requests it to be otherwise, for some specific motion or motions, or for the balance of a given meeting, in which case it will be by a method agreed upon by the majority in a vote by show of hands.
- (3) Voting by proxy is not allowed.

PART 5 – DIRECTORS AND OFFICERS

22. (1) The directors, who must be members in good standing in the Society, may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless to
 - (a) all these laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.
23. (1) The chair, vice-char, secretary, treasurer and three (3) or more other persons shall be the directors of the Society.
 - (2) The number of directors shall not be less than seven (7) directors and not more than twenty (20) directors and the directors shall be responsive to Pacific Spirit Regional Park user groups, task groups, and the broader community.
21. (1) The first directors shall serve a term which will end at the adjournment of the second annual general meeting of the members.
 - (2) At the first annual general meeting, the members may elect a number of directors which is not more than equal to the number of directors already in position, and in no event so many as to make the total number of directors exceed twenty (20) on the adjournment of the same meeting.
 - (3) Not less than fifty percent (50%) of the directors elected at the first annual general meeting shall be elected for a one (1) year term and shall resign at the next annual general meeting.
 - (4) The remainder of those directors elected at the first annual general meeting, and any directors elected at any subsequent annual general meeting, shall serve a term which expires on the adjournment of the second annual general meeting following the meeting in which they were elected.

- (5) At each annual general meeting subsequent to the first, subject to the availability of members willing to occupy the outgoing directors' positions, the members shall be allowed to vote to replace those directors whose terms are expiring.
 - (6) The election of directors at annual general meetings shall be by ballot, unless there are no more members willing to stand as directors than positions coming vacant to be filled, in which case the directors may be elected by acclamation.
25. (1) The directors shall elect one (1) of their number to be chair of the Society, and shall elect from their number a vice-chair, secretary, and treasurer.
- (2) The chair and vice-chair are limited to one (1) year terms, however this does not limit a director from serving as vice-chair of the Society one (1) year and as chair of the Society the subsequent year.
 - (3) The directors may from time to time appoint a member as a director to fill a vacancy caused by a director's pre-mature departure from his/her position (whether voluntary or otherwise); the position of any director appointed to fill such a vacancy will be up for the election at the first following annual general meeting; time served by such an appointed director as between appointment and the first following annual general meeting shall not count as a term for the purposes of s25(5) herein.
 - (4) A director's term shall cease if he/she misses three (3) consecutive meetings without just cause; whether there was just cause shall be determined at the first meeting of directors following the third consecutive meeting missed by the director in question; the director in question shall be excused from the absences only in the event that the majority of the other directors votes to find that there was just cause for the absences.
 - (5) Directors may be re-elected but may not serve more than two (2) consecutive terms.
26. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
27. A director may be removed from office by special resolution and another director may be elected, or appointed by ordinary resolution, to serve during the balance of the term.
28. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society and which are given approval by vote of the directors.

PART 6 – PROCEEDINGS OF DIRECTORS

29. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- (2) The quorum shall be fifty percent (50%) plus one (1) of the directors then in office.
- (3) The chair shall be chairperson of all meetings of the directors, but if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-chair shall act as chairperson; but if neither is present the directors may choose one of their number to be chairperson at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.
30. (1) The directors may delegate specified powers and duties to committees and each committee shall have a director appointed by the directors as a committee member.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every action or recommendation to the next meeting of the directors.
- (3) The chair or his or her designate may choose to sit as an ex-officio member of committee established by the directors.
31. A committee shall elect chair of its meeting; but if no chair is elected, or if at a meeting the chair is not present within thirty (30) minutes after the time appointed holding the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.
32. The members of a committee may meet and adjourn as they think proper.
33. For a first meeting of directors held immediately following the appointment or election of a director or directors and an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy of a director, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if quorum of directors is present.
34. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, cable, e-mail, or facsimile, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) No notice of meeting of directors shall be sent to that director; and

- (b) Any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
35. (1) Questions arising at a meeting of the directors or committee of directors shall be, whenever possible, decided by consensus. When the chair deems that no consensus can be reached about a question it shall be decided by a majority of votes. When votes are necessary, they shall be conducted according to Robert's Rules of Order.
- (2) The chair may not cast a vote other than to either cause or to break a tie.
36. Any resolution proposed at a meeting of directors or a committee of directors must be seconded and the chair of a meeting may move or propose a resolution.
37. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

PART 7 – DUTIES OF OFFICERS

38. (1) Subject to bylaw 17, the chair shall preside at all meetings of the Society and of the directors.
- (2) The chair is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
39. The vice-chair shall carry out the duties of the chair during his/her absence.
40. The secretary shall
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and directors;
 - (c) keep minutes of all meetings of the Society and directors;
 - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the Society; and
 - (f) maintain the register of members.
41. The treasurer shall
- (a) Keep the financial records, including books of account, necessary to comply with the Society Act; and
 - (b) Render financial statements to the directors, members and others when required.
42. (1) The offices of secretary and treasurer may be held by one person who shall be known as

the secretary treasurer.

(2) When a secretary treasurer holds office the total number of directors shall not be less than seven (7).

43. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at that meeting.

PART 8 – SEAL

44. The directors may provide a common seal **for** the society and may destroy a seal and substitute a new seal in its place.

45. The common seal shall be affixed only when authorised by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the chair and secretary or chair and secretary treasurer.

PART 9 – BORROWING

46. The members may by special resolution authorize directors to borrow funds to carry out a specific project that advances the purposes of the Society. The directors shall not borrow money without sanction of a special resolution passed at a general membership meeting.

PART 10 – AUDITOR

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

48. The first auditor shall be appointed by the directors and thereafter an auditor shall be appointed, when required, at a general meeting by ordinary resolution.

49. An auditor may be removed by ordinary resolution.

50. An auditor shall be promptly informed in writing of appointment or removal.

51. No director and no employee of the Society shall be auditor.

52. The auditor may attend general meetings.

PART 11 – NOTICES TO MEMBERS

53. A notice shall be given to a member, either personally or by mail to him/her at his/her registered address.
54. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. Member must be given notice twenty-eight (28) days in advance of the meeting or event announced in the notice.
55. (1) Notice of a general meeting shall be given to
- (a) Every member shown on the register of members on the day notice is given; and
 - (b) The auditor, if Part 10 applies.
- (2) No other person is entitled to receive notice of a general meeting.

PART 12 – BYLAWS

56. On being admitted to membership, each member is entitled to and the Society shall give him/her, without charge, a copy of the constitution and bylaws of the society.
57. These bylaws shall not be altered or added to except by special resolution.