
FORM 3

SOCIETY ACT**CONSTITUTION**

1. The name of the Society is **MASTER GARDENERS ASSOCIATION OF B.C.**
2. The purposes of the Society are to:
 - a) educate the public in the science and art of gardening and advance the public knowledge of the environment natural to individual plants so that their gardens will be sustainable.
 - b) establish and maintain a bursary program to educate the public in gardening and the natural environment of gardening.
 - c) solicit and raise funds and apply for grants to carry out the purposes of the Society and to accept donations for such purposes.
 - d) take and exercise all the powers, rights and privileges of, or pertaining to, a society, as provided in the *Society Act*, and generally do all such things as may be incidental, necessary, or conducive to the furtherance of the purposes of the Society.

**BYLAWS
of
MASTER GARDENERS ASSOCIATION OF B.C.**

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SOCIETY ACT
BYLAWS
of
MASTER GARDENERS ASSOCIATION OF B.C.

PART 1 – GENERAL

1.1 Definitions

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

- 1) “**address of the Association**” means the address of the Association as filed from time to time with the Registrar in the Notice of Address;
- 2) “**Affiliation Agreement**” means a written agreement duly signed by the Association and a Chapter outlining the nature of the relationship between the parties;
- 3) “**Bylaws**” means the Bylaws of the Association as filed in the Office of the Registrar;
- 4) “**Chapter**” means either an incorporated or unincorporated association of master gardeners who have been accepted as a Chapter through exercise of an Affiliation Agreement with the Association;
- 5) “**Council**” means the Directors acting as authorized by the constitution and these Bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;
- 6) “**Council resolution**” means:
 - i. a resolution passed at a duly constituted meeting of the Council by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - ii. a resolution that has been submitted to all of the Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on it in person at a meeting of the Council;
- 7) “**Constitution**” means the constitution of the Association as filed in the Office of the Registrar;
- 8) “**Directors**” means those persons who have become Directors in accordance with these Bylaws and have not ceased to be Directors, and a “**Director**” means any one of them;
- 9) “**Income Tax Act**” means the Income Tax Act, R.S.C. 1985 (5th Supp.), c. 1 as amended from time to time;
- 10) “**MGABC**” means Master Gardeners Association of B.C.;

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- 11) “**members**” means those persons who have become members of MGABC through its Chapters in accordance with these Bylaws and, have not ceased to be members;
 - 12) “**ordinary resolution**” means
 - i. a resolution passed in a general meeting by the members of the Association by a simple majority of the votes cast in person, or
 - ii. a resolution that has been submitted to the members of the Association and consented to in writing by 75% of the members who would have been entitled to vote on it in person at a general meeting of the Association, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Association;
 - 13) “**President**” will preside over the Council and General Meetings of the Association;
 - 14) “**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;
 - 15) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
 - 16) “**Society**” and “**Association**” mean “Master Gardeners Association of B.C.”;
 - 17) “**Society Act**” means the *Society Act* R.S.B.C. 1996, c. 433, as amended from time to time;
 - 18) “**special resolution**” means:
 - i. a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of the Association who, being entitled to do so, vote in person or, if proxies are allowed, by proxy,
 - a. of which the notice that the Bylaws provide, and not being less than 30 days’ notice, specifying the intention to propose the resolution as a special resolution has been given, or
 - b. if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 30 days’ notice has been given, or
 - ii. a resolution consented to in writing by every member of the Association who would have been entitled to vote on it in person or, if proxies are allowed, by proxy at a general meeting of the Association, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Association.

1.2 Able to Prescribe Policy

The Council may prescribe Policies and Procedures that are not inconsistent with these Bylaws and as deemed necessary to conduct the affairs of the Society.

PART 2 – CHAPTERS

The Association may establish one or more Chapters with the powers, not exceeding the powers of the Association, that the Association confers.

Such Chapters shall be recognized by the Association through the exercise of an Affiliation Agreement.

Every member of a Chapter is a member of MGABC.

PART 3 - MEMBERSHIP

3.1 Admission to Membership

Membership in the Association shall be restricted to those persons who have been accepted as members by an affiliated Chapter in accordance with these bylaws. All members are expected to maintain and conduct themselves to a high standard of integrity and discipline when acting for the Society and in their communities.

3.2 Membership Categories

Membership shall be open to the following:

Master Gardeners – those persons who have become qualified or certified by having completed training acceptable to the Society, have completed the required number of volunteer hours, have been awarded their certificates and continue to complete the required number of volunteer hours each year.

The terms “certified” and “qualified” can be used interchangeably, and for the purposes of these bylaws, have the same meaning.

Master Gardeners in Training – those persons who have completed training acceptable to the Society, and who are in the process of completing the required volunteer hours to become a certified or qualified Master Gardener.

Student Members – those persons who have been accepted for enrollment as students in a training course acceptable to the Society, but have not yet completed the classroom portion of the training.

Life Members – those persons who have been awarded a Lifetime Membership by an affiliated Chapter of the Society, and who are no longer active as a Master Gardener.

Master Gardeners on Leave of Absence or granted Associate status – those persons who have been awarded their certificates as Master Gardeners and who have been granted a Leave of Absence or Associate status by their Chapter.

Honorary members – people from outside the society or members recognized for their significant contribution to the affairs of the Society.

3.3 Voting Members

The voting members of the Society are Master Gardeners who have been accepted as members by an affiliated Chapter of the Society.

3.4 Non-voting Members

At general meetings of the Association, the non-voting members shall be Master Gardeners in Training, Student members, Life Members, Master Gardeners on Leave of Absence or granted Associate status, and Honorary members.

Such members are entitled to receive notice of and attend all general meetings, but are not entitled to vote at general meetings of the Society and are not entitled to hold office.

Some or all of these members may be granted voting privileges by their Chapter for the purpose of that Chapter’s business only.

3.5 Termination of Membership

A person ceases to be a member of the Society upon receipt of their resignation in writing, on his or her death, or removal as a member by an affiliated Chapter and in accordance with requirements of the Affiliation Agreement.

3.6 Compliance with Bylaws

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

3.7 Membership Dues

At the annual general meeting, the voting members shall determine the amount of membership dues, if any.

3.8 Use of the Title Master Gardener

The title “Master Gardener” may only be used when acting in a volunteer capacity under the auspices of the Association or an affiliated Chapter. However, if employed, and while serving as a paid employee, or if self-employed, a Master Gardener should not display credentials or give the appearance of being a Master Gardener at the place of business or in advertising.

PART 4 – MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The general meetings of the Association shall be held at such time and place, in accordance with the *Society Act*, as the Council shall decide.

4.2 Notice of General Meeting

The Association shall give not less than 30 days written notice of a general meeting to those members entitled to receive notice; but those members may waive or reduce the period for a particular meeting by unanimous consent in writing.

4.3 Contents of Notice

Notice of a general meeting shall specify the place, the day and the hour of the meeting, and the general nature of the business to be transacted at the meeting.

4.4 Omission of Notice

The non-receipt of notice of a general meeting by any of the members entitled to receive notice does not invalidate proceedings at that meeting. The affiliated Chapters shall be responsible for delivering or communicating such notice, as determined by MGABC Council, to its members.

4.5 Annual General Meetings

An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 5 – PROCEEDINGS AT GENERAL MEETINGS

Generally, meetings shall be governed by Roberts Rules of Order unless otherwise determined by the members.

5.1 Ordinary Business

Ordinary business is the adoption of rules of order, consideration of the report of the Directors, consideration of the financial statements, consideration of the report of the auditor, appointment of the auditor, if any, the election of Directors and such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

5.2 Special Business

Special business is all business at a general meeting except the adoption of rules of order, and all business that is not Ordinary Business including special resolutions, amendments to the Constitution and Bylaws, or a change of name of the Society.

Such resolutions require a majority of not less than 75% of the votes of those members present and entitled to vote.

5.3 Requirement of Quorum

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

5.4 Loss of Quorum

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

5.5 Quorum

A quorum at a general meeting shall be 25 voting members.

5.6 Lack of Quorum

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated.

In any other case, it shall stand adjourned until re-scheduled. Unless re-scheduled immediately, such subsequent meeting shall require 14 days notice.

5.7 Chair

The President of the Association shall, subject to a Council resolution appointing another person, chair all general meetings; but if at any general meeting the President is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the members present may choose one of their number to chair that meeting.

5.8 Alternate Chair

If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and

upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as chair.

5.9 Adjournment

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

5.10 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 30 days in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

5.11 Entitlement to Vote

A voting member in good standing is entitled to one vote.

5.12 No Casting Vote

The person chairing a general meeting, providing he or she is a member of the Association, may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

5.13 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting shall be by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required.

5.14 Voting by Proxy

Voting by proxy is not permitted.

5.15 Special Resolution

The bylaws of the Society may be repealed or amended and new bylaws may be enacted by special resolution.

5.16 Copy of Special Resolution to be filed with the Registrar

A copy of any special resolution passed in accordance with the Bylaws shall be filed with the Registrar in the prescribed form and shall not take effect until such copy is accepted by the Registrar.

5.17 Simple Majority

At meetings of the members, every question shall be determined by a simple majority of votes unless otherwise specifically provided by the *Society Act*.

PART 6 – DIRECTORS AND OFFICERS

6.1 Powers of Directors

The Directors may exercise all such powers and do all such acts and things as the Association 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 subject, nevertheless, to the provisions of:

- (1) all laws affecting the Association; and
- (2) these Bylaws.

6.2 Management of Property and Affairs

The property and the affairs of the Association shall be managed by the Council.

6.3 Number of Directors and Officers

- 6.3.1. The Officers of the Society shall be a President, a President-Elect or Past President, Treasurer and Secretary who shall be Directors of the Society. The President, President-Elect, Treasurer and Secretary shall be elected at an annual general meeting.
- 6.3.2. Each Chapter shall elect or appoint a Chapter Representative. The Chapter Representatives shall be Directors of the Society.
- 6.3.3. Additional Directors may be nominated by the Council for specific purposes and requirements, taking into consideration equitable representation from all Chapters and the geographical distribution of members.
- 6.3.4. The number of Directors and Officers shall be 6 to 12 as determined by the Council.

6.4 Election of Directors and Officers

The Officers shall be elected by the members at an annual general meeting and shall take office commencing at the close of the meeting.

Directors who are elected/or appointed by the Chapters to be Chapter Representatives shall take office commencing at the close of the annual general meeting.

Any additional Directors nominated by the Council shall be elected by the members at a general meeting.

6.5 Term of Office

Elections for Directors shall normally be held at the annual general meeting and the term of office of Directors shall normally be 2 years or until the close of the second subsequent annual general meeting. Chapter Representative positions becoming vacant between annual general meetings may be filled by appointment by the Chapter and shall continue until the next annual general meeting. Other Council positions becoming vacant between annual general meetings may be filled by appointment by the Council and shall continue until the next annual general meeting.

6.6 Consecutive Terms

The term of office for Directors shall be two years. All are eligible for election or a further two-year term.

6.7 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors, election shall be by secret ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

6.8 Voiding of Ballot

No member shall vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

6.9 Directors' Eligibility

A person must be a voting member of the Association to be eligible for election or appointment as a Director of the Association.

6.10 Election of Less than Required Number of Directors

Every Director serving a term of office shall retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected or appointed and the result is that the number of Directors would fall below three, the person previously elected or appointed as Director shall continue to hold office until such time as successor Directors are elected or appointed.

6.11 Directors Subscribe and Support Purposes

Every Director shall unreservedly subscribe to and support the purposes of the Association.

6.12 Removal of Directors

The members may by special resolution remove a Director at any time and may elect or appoint a person as a replacement Director and determine the term of such replacement Director. Only the members of a Chapter may remove and replace their representative.

6.13 Replacement of Directors

Notwithstanding the foregoing Bylaws, if a Director ceases to hold office during his or her term for any reason other than removal in accordance with these Bylaws, the Council may appoint a person as a replacement Director to take the place of such Director until the next annual general meeting.

A Director that has been selected by a Chapter and who ceases to hold office during his or her term shall be replaced by appointment by that Chapter.

6.14 Invalidation of Acts

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

6.15 Cessation of Directors

A person shall automatically cease to be a Director of the Association:

- (1) upon the expiry of his or her term, or
- (2) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Association or to the address of the Association and the effective date of the resignation stated therein, or
- (3) upon his or her death, or

(4) upon being removed in accordance with these Bylaws.

6.16 Remuneration of Directors

Directors shall serve without remuneration and shall not receive any profit from serving in a position as such.

A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

6.17 Powers of the Council

The Directors may exercise all the powers and do all the acts and things that the society may exercise and do, except those things that must be done in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the society,
- (b) these Bylaws, and
- (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the society in a general meeting.

6.18 Council Enabled to Receive Donations

The Council shall take such steps as it deems necessary to enable the Association to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Association. The Council in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

6.19 Investment of Property and Standard of Care

If the Directors are required to invest funds on behalf of the Association, the Directors must invest the assets of the Association in credit union or bank term deposits and similar no-risk options. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgement that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Association.

6.20 Investment Advice

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

PART 7 – PROCEEDINGS OF THE COUNCIL

7.1 Procedure of Meetings

After issue of the certificate of incorporation, a meeting of the Directors shall be held at which the Directors may:

- (a) make banking arrangements;
- (b) appoint an auditor, if required, to hold office until the first annual general meeting; and
- (c) transact any other business.

Subsequent meetings of the Council may be held at any time and place determined by the Council, provided that 7 days' notice of such meeting is sent to each Director. However, no formal notice shall be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined.

7.2 Quorum

The Council may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors.

7.3 Chairing of Meetings

The President of the Association shall chair all meetings of the Council; but if at any Council meeting the President is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

7.4 Alternate Chair

If the person presiding as chair of a meeting of the Council wants to step down as chair for all or part of that meeting, he or she 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, he or she may preside as chair.

7.5 Calling of Meetings

The President may at any time, and the Secretary at the request of a Director, shall convene a meeting of the Council.

7.6 Simple Majority Sufficient

Any issue at a meeting of the Council which is not required by these Bylaws or the *Society Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Council resolution.

7.7 No Casting Vote

The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

7.8 Procedure for Voting

Voting shall be by show of hands or voice vote recorded by the Secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot shall be required.

7.9 Absence of a Director

A Director who is absent for three meetings in a row is deemed to have resigned from the Council. In exceptional circumstances, the Council may excuse the Director for such absences.

7.10 Duties of Officers

7.10.1 The President shall

- (a) preside at all meetings of the Society
- (b) supervise the other Officers in the execution of their duties
- (c) perform all other duties pertaining to that office.

7.10.2 The Secretary shall keep an accurate record of all meetings and of all motions and resolutions and notify members of general meetings. The Secretary shall keep record of the attendance at meetings of the Directors and shall notify Directors thereof who have absented themselves from two consecutive meetings.

7.10.3 The Treasurer shall:

- (a) be responsible for arranging for custody and expenditure of all funds of the Society in accordance with decision of the Directors
- (b) cause to be maintained accurate records of the financial operations of the Society as are necessary to comply with the *Society Act* and the *Income Tax Act*
- (c) ensure that signing authorities for cheques of the Society are as prescribed by the Directors
- (d) render financial statements to the Directors, members and others when required.

7.11 Removal of Officers

A person may be removed as an Officer by a resolution passed at a meeting of the Council by a majority of the Directors present.

7.12 Replacement

Should the President or any other Officer for any reason not be able to complete his or her term, the Council shall remove such Officer from his or her office and shall elect a replacement without delay.

7.13 Absence of Secretary at Meeting

If the Secretary is absent from any meeting of the Association or the Council, the Directors present shall appoint another person to act as secretary at that meeting.

PART 8 – COMMITTEES

8.1 Delegation of Committees

The Council 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.

Committees shall act in an advisory capacity to the Council unless otherwise directed by Council.

8.2 Mandate

A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Council, and shall report at the next meeting of the Council, or at such other time as the Council may determine.

8.3 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees shall comply as closely as possible with the requirements set out in these Bylaws governing proceedings of the Council.

8.4 Standing and Special Committees

The Council may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose for which it is appointed, and shall have no powers except those specifically conferred by a Council resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time

period or the task for which it was appointed, a special committee shall automatically be dissolved.

PART 9 – EXECUTION OF INSTRUMENTS

Contracts, documents or instruments in writing requiring the signature of the Association may be signed by:

(1) the President, President-Elect together with the Secretary or Treasurer, or

(2) any two Directors authorized by the Council

and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Council shall have power from time to time by resolution to appoint any Officer or Director, on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 10 – BORROWING

The Society may not borrow money.

PART 11 – NOTICES

11.1 Entitlement to Notice

Notices of a general meeting shall be given to every person shown on the register of members as a member on the day the notice is given.

No other person is entitled to be given notice of a general meeting.

11.2 Method of Giving Notice

A notice may be given to a member or a Director either personally, by delivery, facsimile, or electronic mail, or by first class mail posted to such person's registered address.

11.3 When Notice Deemed to Have Been Received

A notice sent by mail shall be deemed to have been given on the second 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 there shall be, 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, then such notice shall only be effective when actually received. Any notice delivered either personally, by delivery, facsimile, or electronic mail, or by first class mail shall be deemed to have been given on the day it was so delivered or sent.

11.4 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 shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

PART 12 – MISCELLANEOUS

12.1 Inspection of Records

The members shall from time to time determine whether and to what reasonable extent, times and places and under what conditions or regulations the documents, including the books of account, of the Association and minutes of meetings of the Council shall be open to the inspection of members of the Association not being Directors. In the absence of such determination by the members, the documents, including the books of account, of the Association shall be open to inspection by any member of the Association not being a Director

12.2 Participation in Meetings

Any meeting of the Association, the Council or any committee may also be held, or any member, Director or committee member may participate in any meeting of the Association, the Council or any committee, by telephone or video conference call or similar communication equipment so long as all the members, Directors, or persons participating in the meeting can see or hear and respond to one another. All such members, Directors, or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, shall be entitled to vote by a voice or written vote recorded by the Secretary of such meeting. This method of voting will from time to time be used for passing resolutions.

12.3 Right to Become Member of other Society

The Association shall 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 Association's purposes.

PART 13 – INDEMNIFICATION

13.1 Indemnification of Directors and Officers

Subject to the provisions of the *Society Act*, each Director and each Officer of the Association will be indemnified by the Association against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that person may be made a party by reason of being or having been a Director or Officer of the Association.

13.2 Indemnification of Past Directors and Officers

To the extent permitted by the *Society Act*, the Association will indemnify and hold harmless every person heretofore, now or hereafter serving as a Director or Officer of the Association and that person's heirs and personal representative.

13.3 Advancement of Expenses

To the extent permitted by the *Society Act*, all costs, charges and expenses incurred by a Director or Officer with respect to any claim, action, suit or proceeding may be advanced by the Association prior to the final disposition thereof, in the discretion of the Council, and upon receipt of an undertaking satisfactory in form and amount to the Council by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

13.4 Approval of Court and Term of Indemnification

The Association will apply to the court for any approval of the court which may be required to make the indemnities herein effective and enforceable. Each Director and each Officer of the Association on being elected or appointed will be deemed to have contracted with the Association upon the terms of the foregoing indemnities.

13.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or Officer of the Association to comply with the provisions of the *Society Act*, or of the Constitution or these Bylaws will not invalidate any indemnity to which he or she is entitled under this part.

13.6 Purchase of Insurance

The Association 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.

PART 14 – NOT FOR PROFIT, DISSOLUTION OF SOCIETY AND DISTRIBUTION OF ASSETS

14.1 Not for Profit or Gain

The affairs of the Society shall not be carried on for profit or gain. The income, property or assets of the Society shall not be payable or otherwise available for the personal benefit of any member of the Society (except on receipt of full and valuable consideration), and shall be used only for promoting the purposes of the Society. **This provision was previously unalterable.**

14.2 Wind up and Dissolution of the Society

On the winding up and dissolution of the Society, after all debts of the Society have been paid or provision for payment has been made, the assets remaining shall be paid, transferred or delivered to an organization chosen by the members having purposes that are similar to the purposes of the Society. **This provision was previously unalterable.**

14.3 Distributions to Qualified Donees Only

Following the registration of the Society as a charity under the *Income Tax Act* (Canada), any distribution under section 14.2 of the bylaws shall only be to an organization under that section that is a "qualified donee" pursuant to the *Income Tax Act* (Canada). **This provision was previously unalterable.**

PART 15 – BYLAWS

15.1 Entitlement of Members to Copy of Constitution and Bylaws

On being admitted to membership, each member is entitled to have access to a copy of the Constitution and bylaws of the Association.

15.2 Special Resolution Required to Alter or Add to Bylaws

These Bylaws shall not be altered or added to except by special resolution.

DATED _____

Witness(es)

(Signature)

(Full Name)

(Resident Address)

(Signature)

(Full Name)

(Resident Address)

(Signature)

(Full Name)

(Resident Address)