



BC CONFEDERATION OF PARENT ADVISORY COUNCILS

Suite 200 4710 Still Creek Drive, Burnaby, BC V5C6C6
Tel: (604) 687-4433 Toll free: 1-866-529-4397 Fax: (604) 687-4488
E-mail: info@bccpac.bc.ca Website: www.bccpac.bc.ca

THE BC CONFEDERATION OF PARENT ADVISORY COUNCILS

**Date of Incorporation: March 11th, 1935
Society No. 2193**

<h2>CONSTITUTION & BYLAWS</h2>

**Consolidated as of June 1st, 2008
Amended June 19th, 2009
Amended February 27th, 2012**

<p>This consolidation is complete, and supersedes all previous versions.</p>

Table Of Contents

Table Of Contents	2
The BC Confederation of Parent Advisory Councils Constitution	3
The BC Confederation of Parent Advisory Councils Bylaws.....	4
Part 1 Interpretation	4
Part 2 Membership	5
Part 3 General Meetings	7
Part 4 Proceedings At General Meetings	8
Part 5 Directors And Officers	10
Part 6 Proceedings Of Directors	14
Part 7 Duties Of Officers	16
Part 8 Finances.....	18
Part 9 Constitution And Bylaws	19
Part 10 Office, Corporate Seal And Books Of Accounts.....	19
Part 11 Auditor	20
Part 12 Rules Of Order	20

The B.C. Confederation of Parent Advisory Councils

Constitution

1. The name of the Society is “The B.C. Confederation of Parent Advisory Councils”.
2. The purposes of the Society are:
 - (a) to promote, support and advance meaningful parent participation throughout the public education system in order to advocate for the success of all students; and
 - (b) through our membership, to promote leadership, communication, cooperation, and representation in British Columbia at the school, school district and provincial levels.
3. [Rescinded in 2008.]
4. In the event of wind-up or dissolution of the Society and following payment of all outstanding debts, the Society shall transfer all of its remaining property and assets to a charitable institution having similar objects and purposes which will be decided by the members at the final general meeting with consideration given to Canadian Home and School Parent-Teacher Federation, or if this cannot be done, to another charitable institution recognized by Revenue Canada as qualified under the provisions of the Income Tax Act of Canada.
5. The purpose of the society shall be carried out without purpose of gain for its members, and any profits or other accretions to the society shall be used for promoting its purposes.
6. Paragraphs 4 and 5 of this constitution are unalterable in accordance with the Society Act.

The BC Confederation of Parent Advisory Councils Bylaws

Part 1 Interpretation

- 1.01 (a) In these Bylaws and in the Constitution, unless the context otherwise requires:
- (i) "Board" means the Board of Directors consisting of the directors elected or appointed in accordance with Bylaws 5.01, 5.02 and 5.18, the Immediate Past President and the Special Advisor(s), if any;
 - (ii) "Canadian Home and School & Parent-Teacher Federation" means the federal organization composed of representatives from provincial public school parent organizations;
 - (iii) "District Parent Advisory Council" means a council in a school district the members of which are Parent Advisory Councils in that school district;
 - (iv) "employee" includes any full-time or permanent part-time employee;
 - (v) "general meeting" means a meeting of which all the members of the Society are duly notified;
 - (vi) "ordinary resolution" has the same meaning as in the Society Act;
 - (vii) "parent" means, in respect of a child registered in a public school in the Province of British Columbia, as defined in the School Act;
 - (viii) "Parent Advisory Council" means a council established pursuant to section 8 of the School Act;
 - (ix) "registered address" of a member means the address of the member as recorded in the register of members;
 - (x) "School Act" means the School Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (xi) "special resolution" has the same meaning as in the Society Act;
 - (xii) "Society" means a society as incorporated under the Society Act, and throughout this document refers to the British Columbia Confederation of Parent Advisory Councils;
 - (xiii) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and any amendments to it;
 - (xiv) "student" has the same meaning as in the School Act.

(b) The definitions in the *Society Act* on the date of these Bylaws become effective apply to these Bylaws.

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

Part 2 Membership

Who are Members

2.01 The members of the Society are Parent Advisory Councils, District Parent Advisory Councils, and individuals who, in accordance with these Bylaws, become members and have not ceased to be members.

Duty of Members

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

Member Classes, Eligibility, and Admission

2.03 Members of the Society shall be grouped into the following member classes:

- (a) Regular Member – Any Parent Advisory Council or District Parent Advisory Council which applies for and is granted membership and pays the annual membership fees;
- (b) Honourary Member – Any individual, not affiliated with the Society, whose exemplary activities warrant recognition, who is recommended for honourary membership by a member in good standing, and whose membership is approved by the Board and ratified at the annual general meeting;
- (c)
 - i) Life Member - Any individual whose service to the Society warrants recognition, who is recommended for life membership by a member in good standing, and whose membership is approved by the Board and ratified at the annual general meeting.
 - ii) Past Presidents of BCCPAC will be offered the privilege of Life Membership by the BCCPAC Life Membership Committee when they no longer hold office on the Board.
- (d) Associate Member – Any individual parent or guardian of children in the public school system (K-12) may, upon completion of an application form and payment of the relevant fee, become an associate member of BCCPAC. This membership entitles the member to attend BCCPAC conferences; to purchase BCCPAC resources, including the newsletter, at member rates; to direct queries to BCCPAC office; and to access BCCPAC Advocacy Project services.

Membership Fees

- 2.04 Annual membership fees for Regular membership and associate membership may be established by ordinary resolution and if established shall be payable at the beginning of the membership year.
- 2.05 There shall be no proration of the membership fee in respect of membership for part of the year.

Termination of Membership

- 2.06 A member shall cease to be a member of the Society:
- (a) by delivering a resignation in writing to the Board or by mailing or delivering it to the address of the Society;
 - (b) by the death or dissolution of the member; or
 - (c) on being expelled.

Expulsion

- 2.07 A member may be expelled by a resolution passed by a majority of not less than 2/3 of the votes cast by members of the Board at a Board meeting, attended by not less than 80% of the Board, for any cause which the Board may deem reasonable including engaging in activities which are deemed to be detrimental to the interests or contrary to the objects of the Society or failing to uphold the Constitution or failing to comply with the Bylaws of the Society.

Notice of Proposed Expulsion

- 2.08 The Board shall give fourteen days written notice of such action to expel a member accompanied by a brief statement of the reason or reasons for the proposed expulsion to the member in question and the Board shall give the member an opportunity to be heard at the Board meeting before the resolution is put to a vote.

Appeal

- 2.09 An expelled member may appeal the expulsion, within sixty days of the Board's action, to the members for consideration at the next general meeting.

Good Standing

- 2.10 All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by that member to the Society and the member is not in good standing so long as the debt remains unpaid.
- 2.11 A member who is not in good standing is subject to expulsion.

Membership in Canadian Home and School & Parent-Teacher Federation

- 2.12 Membership in the Society automatically includes membership in the Canadian Home and School & Parent-Teacher Federation.

Part 3 General Meetings

Annual General Meeting

- 3.01 An annual general meeting of the Society shall be held at a time and place, in accordance with the Society Act, that the Board decides.

Business of Annual General Meeting

- 3.02 The business of the annual general meeting shall be to:
- (a) receive from the Board a report of its activities during the previous year including the presentation of financial statements;
 - (b) ratify policy;
 - (c) establish the priorities of the Society for the coming year;
 - (d) adopt a budget for the coming year;
 - (e) appoint auditors, if required;
 - (f) receive reports from members;
 - (g) consider and act upon the policies of the Canadian Home and School & Parent-Teacher Federation;
 - (h) elect the Board;
 - (i) consider appeals regarding expulsion of membership;
 - (j) establish the membership fee; and
 - (k) transact such other business as may require the attention of the members.

Extraordinary General Meeting

- 3.03 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.04 The Board may, when it thinks fit, convene an extraordinary general meeting.

- 3.05 (a) An extraordinary general meeting shall be called by the President or the Secretary upon receipt of a request by Regular members comprising 10% or more of the membership setting forth the reasons for calling such a meeting which shall be stated in the notice of meeting.
- (b) The extraordinary general meeting called under this section shall deal only with the business stipulated in the request.

Notice

- 3.06 Notice of an annual general or an extraordinary meeting shall specify the place, day and hour of meeting, along with a tentative agenda, and in case of special business, the general nature of the business, and shall be given to all members entitled to receive notice either personally or by mail at the registered address at least sixty days prior to the date of the annual general meeting or at least fourteen days prior to the date of the extraordinary general meeting.
- 3.07 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.

Who is Entitled to Notice

- 3.08 (a) Notice of a general meeting shall be given to:
- (i) every Regular, Honourary, or Life member shown on the register of members on the day notice is given; and
 - (ii) the auditor, if any.
- (b) No other person is entitled to receive a notice of general meeting.

Delegates

- 3.09 Each Regular Member shall appoint one official delegate to represent it and cast its vote at any annual general or extraordinary meeting of the Society.

Part 4 Proceedings At General Meetings

Special Business

- 4.01 Special business is:
- (a) all business at an extraordinary 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 the Board;
- (iv) the report of the auditor, if any;
- (v) the appointment of the auditor, if required; and
- (vi) the election of the Board;
- (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 Board issued with the notice convening the meeting.

Quorum

- 4.02 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.03 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.
- 4.04 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; but in any other case, it shall stand adjourned to a date, time, and place to be determined by the Board, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.05 (a) For purposes of determining policy, amending the Bylaws or Constitution, adopting a budget, and electing the Board, a quorum shall be not less than 20% of the Regular Members represented by delegate or by proxy at the meeting;
- (b) In all other cases, a quorum shall be not less than 10% of the Regular members represented by delegate or by proxy at the meeting or a greater number that the members may determine at a general meeting.

Chairperson

- 4.06 If at a general meeting there is no President, First Vice-President or Second Vice-President present within 15 minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairperson.

Adjourned Meetings

- 4.07 (a) 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.
- (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

Resolutions

- 4.08 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote and the proposed resolution shall not pass.

Voting

- 4.09 (a) A Regular Member in good standing as at December 15 of the membership year is entitled to one vote, to be cast in person by the official delegate designated for this purpose by the Regular Member.
- (b) Honourary and Life Members are not entitled to vote, but are entitled to speak and be heard at general meetings.

Proxy

- 4.10 (a) Proxy voting shall be permitted at general meetings.
- (b) The proxy vote may be received from each member Parent Advisory Council in good standing provided the proxy vote is in writing and signed by a minimum of two members of the Parent Advisory Council executive, and the proxy vote is cast by a duly designated person or delegate of the School Council.

Part 5 Directors And Officers

Board of Directors

- 5.01 At each annual general meeting the voting members shall elect the following persons who, if elected, shall be a director for a two-year term:
- (a) President (even years);
- (b) First Vice-President (odd years)
- (c) Second Vice-President (even years)
- (d) a number of additional directors, the number of which will be determined by the members but shall not be less than three (half to be elected in even years and half to be elected in odd years)

Treasurer and Secretary May be Elected

- 5.02 At each annual general meeting the voting members may elect the following persons who, if elected, shall be a director for a two-year term:
- (a) Treasurer (odd years); and
 - (b) Secretary (even years).

Treasurer Not Elected

- 5.03 If a Treasurer is not elected at an annual general meeting, nor appointed after nomination by a member Parent Advisory Council according to Bylaw 5.19, the Board may appoint the Treasurer. The Treasurer so appointed will not be a director but will be entitled to receive notice of, attend, and speak at, but not vote at, Board meetings.

Secretary Not Elected

- 5.04 If a Secretary is not elected at an annual general meeting, nor appointed after nomination by a member Parent Advisory Council according to Bylaw 5.19, the Board may appoint the Secretary. The Secretary so appointed will not be a director but will be entitled to receive notice of, attend, and speak at, but not vote at, Board meetings.

Eligibility

- 5.05 Only persons nominated with approval of their member Parent Advisory Council will be eligible to be elected pursuant to Bylaws 5.01 and 5.02 and their nomination forms shall be signed by two members of the member Parent Advisory Council executive.
- 5.06 Candidates for the Board of Directors shall be a parent of a child in the K-12 Public School System at the time of nomination and election.
- 5.07 Members of the Board of Directors who have completed their term of office are eligible for re-election provided they meet the criteria for nomination and conform to By-Law 5.14.
- 5.08 No members of the Board shall be an employee or an elected official of any school district or of the Ministry of Education.

Procedure of Elections

- 5.09 Annual general meetings in which the Board is to be elected will be conducted efficiently and with fairness to the members present.

Nominations

- 5.10 The Board shall appoint a Nominations Committee prior to the annual general meeting. The Nominations Committee shall ensure that notice for nominations is distributed to all Regular members in good standing at least 120 days prior to the annual general meeting.

- 5.11 The Nominations Committee shall receive nominations for the Board of Directors until February 28th before the Annual General Meeting, at which time nominations shall be declared closed.

Term of Office

- 5.12 A member of the Board who is in the first year of their term and who wishes to run for a different position (ie: First Vice-President running for President) shall be permitted to do so without resigning or taking a leave of absence. If the Board member is successful in their campaign then a new Board member to fill the vacated position shall be elected or appointed as per Section 5.19. If the person is unsuccessful in their campaign they shall continue in their position for the remainder of their term.
- 5.13 Outgoing members of the Board shall hold office and represent the Society for thirty days after the AGM in order to facilitate the change and orientation of new Board members.
- 5.14 The President, the First Vice-President, the Second Vice-President and the Special Advisor(s), if any, shall not hold their respective offices for more than two consecutive terms.
- 5.15 The Secretary and Treasurer shall hold office until their respective successors are elected or appointed, whether or not they are Directors.
- 5.16 Any Board Member whose child leaves the public school system in the year in which the Board Member is elected will be permitted to serve the remaining portion of the first year of their term and then must resign. At the annual general meeting, an election will be held to fill the newly vacated position for the remainder of the term.

Immediate Past President

- 5.17 The Immediate Past President shall be an ex officio member on the Board, entitled to notice of, attend and speak at but not vote at, Board meetings; and that the term of office shall be one year.

Special Advisor

- 5.18 Following each annual general meeting the Board may appoint one or more Special Advisor(s) who may attend and speak at, but not vote at, Board meetings.

Vacancy in Board of Directors

- 5.19 (a) When a vacancy on the Board occurs for any reason, the remaining Board members may appoint a person to fill the vacancy, as a voting member of the Board. That person must be nominated by a Parent Advisory Council or District Parent Advisory Council in good standing. The term of the Board member so appointed will end at the next scheduled Annual General meeting.
- (b) If three or more vacancies in the Board arise at the same time more than 150 days before the annual general meeting, the remaining Board members shall call for a by-election to fill the vacancies. The by-election shall be conducted by a special mail out to all voting members calling for nominations, followed by voting by fax or surface mail in a timely manner to be determined by the Board.

Office to be Vacated

- 5.20 The following are grounds for termination of the office of any Board member:
- (a) is a member of a Parent Advisory Council who ceases to be a member of the Society;
- (b) is absent from two consecutive meetings of the Board without the prior written consent of the President;
- (c) is found to be incapable of managing his or her affairs by reason of mental infirmity; and
- (d) is convicted of a criminal offence or other serious offence.
- 5.21 (a) The decision to terminate a Board member's position for reasons set out in section 5.20 shall be decided at a Board meeting attended by not less than 80% of the Board, excluding the Board member in question.
- (b) Such action to terminate the Board member's position shall require a 14 day written notice to the Board member in question prior to the Board meeting.

Removal of Board Member by Members

- 5.22 The members may by special resolution remove a Board member before the expiration of his term of office, and may elect a successor to complete the term of office.

Remuneration

- 5.23 At no time shall remuneration be paid to directors or officers for their services to the society.

- 5.24 The members on the Board shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

Powers of the Board of Directors

- 5.25 The members of the Board 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 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 general meeting.
- 5.26 No rule, made by the Society in general meeting, invalidates a prior act of the members of the Board that would have been valid if that rule had not been made.

Part 6 Proceedings Of Directors

Board Meetings

- 6.01 Meetings of the Board called by the President or requested in writing by a majority of the Board shall be held at least four times yearly between annual general meetings.
- 6.02 (a) The Board may meet together at the places and in the manner they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, including conducting votes by poll.
- (b) A director may participate in a meeting of the Board or any committee of the directors by means of conference telephones or other communications facilities by means of which all directors participating in the meeting can hear each other and provided that all such directors agree to such participation. A director participating in a meeting in accordance with this bylaw shall be deemed to be present at the meeting and shall be counted in the quorum and be entitled to speak and vote.

Quorum

- 6.03 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Board then in office.

Chairperson

- 6.04 The President shall be the chairperson of all Board meetings, but if at a meeting the President is not present, the First Vice-President shall act as chairperson; but if the First Vice-President not be present, the Second Vice-President shall act as chairperson; but if none of them is present the Board members present may choose one of their number to be chairperson at that meeting.

Waiver

- 6.05 A member of the Board 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 or cable, of any Board meeting and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meeting of the Board shall be sent to that member; and
 - (b) any and all meetings of the Board, notice of which has not been given to that member shall, if a quorum of the Board members is present, be valid and effective.

Resolutions

- 6.06 A resolution in writing, signed by all the Board members and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of the Board.

Internal Committees

- 6.07
- (a) The Board may delegate any, but not all, of their powers to internal committees consisting of Board members, representatives of member Parent Advisory Councils in good standing, or honorary or life members, to undertake specific responsibilities and abilities.
 - (b) An internal committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board, and shall promptly report to the Board every act or thing done in exercise of those powers.
 - (c) The terms of reference and privileges of each internal committee shall be specified by the Board at the time it is established.
- 6.08 Appointment of chairpersons and internal committee members shall be made by motion of the Board.
- 6.09 The members of an internal committee may meet and adjourn as they think proper and the procedure at internal committee meetings shall be as specified in Robert's Rules of Order.

External Committees

- 6.10 (a) The Board may appoint representatives to external committees or in liaison positions to external organizations.
- (b) Persons so appointed shall conform to any directions or instructions imposed on them by the Board and shall promptly report to the Board every act and thing done in exercise of those powers.

Determination of Questions

- 6.11 At Board meetings, only those who officially constitute the Board either by election or appointment pursuant to section 5.19 are entitled to one vote.
- 6.12 At internal committee meetings, those who officially constitute the internal committee are entitled to one vote.
- 6.13 (a) Questions arising at a meeting of the Board and committees shall be decided by a majority of votes.
- (b) In case of an equality of votes the chairperson does not have a second or casting vote and the motion shall fail.

Part 7 Duties Of Officers

Directors

- 7.01 All directors shall:
- (a) keep up to date on the affairs of the society; and
- (b) carry out delegated responsibilities.

President

- 7.02 The President shall:
- (a) be an ex-officio member of all committees and shall oversee and delegate responsibility to the committees;
- (b) be the Chief Executive Officer of the Society, if an Executive Director is not currently employed by the Society, or if otherwise determined by the Board;
- (c) shall support the other officers in the execution of their duties;
- (d) preside at all general meetings of the Society and Board;
- (e) speak on behalf of the Society.

Vice Presidents

- 7.03 (a) The First Vice-President shall carry out the duties of the President during the President's absence and in the event the President resigns assume the Presidency until the next annual general meeting.
- (b) The Second Vice-President shall carry out the duties of the President during the absence of the President and the First Vice-President.

7.04 The Vice-Presidents shall work closely and cooperatively in support of the President.

Secretary

7.05 The Secretary shall work in conjunction with the Executive Director of the Society;

- a) To ensure that all proceedings of the Society and Board are recorded;
- b) To ensure that all minutes of the Society and Board are recorded and filed;
- c) To ensure that all notices of the meetings of the Society and Board are issued;
- d) To oversee all records and documents of the Society except those to be overseen by the Treasurer;
- e) To oversee the maintenance of a register of members.

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

Treasurer

7.07 The Treasurer shall:

- (a) have a demonstrated ability and/or understanding of bookkeeping procedures;
- (b) work in conjunction with the Executive Director of the Society;
 - 1. To ensure that an annual budget is prepared;
 - 2. To ensure that funds are properly accounted for and financial and a book of accounts is maintained so as to comply with the Society Act;
 - 3. To ensure the rendering of a detailed account of receipts and disbursements to the Board or other members when required; and
 - 4. Assess all financial undertakings to ensure they are within the annual budget.

Secretary-Treasurer

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

Immediate Past President and Special Advisor

7.09 The Immediate Past President and Special Advisor shall:

- (a) provide advice and support; and

- (b) provide information about resources, contacts, and other essential information.

Part 8 Finances

Deposit of Funds

- 8.01 All funds of the Society will be on deposit in a chartered bank, credit union or trust company.

Signing Authority

- 8.02 The Board shall designate at least three persons to be signing officers, one of whom will be the Treasurer, who shall have authority to, and at least two of whom shall, sign any banking and legal documents on behalf of the Society.

Fiscal Year

- 8.03 The fiscal year of the Society shall end December 31.

Annual General Meetings

- 8.04 At each annual general meeting the Board shall present to the members for their consideration:
 - (a) a report of income and expenditures for the previous fiscal year, together with the auditor's report thereon, if any;
 - (b) a budget for operating expenses for the Society for the ensuing fiscal year;

Borrowing Powers of Directors

- 8.05 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, including the issue of debentures, but no debenture shall be issued without the sanction of a special resolution.
- 8.06 The Board shall have the power to:
 - (a) initiate specific fund-raising projects; or
 - (b) seek grants that may be available from governments, charitable foundations and similar sources;provided that neither (a) nor (b) constitutes or implies partisan support of a provincial political party or endorsement of a commercial product, subject to the Society Act.

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

Liability of Directors

- 8.08 Except for such costs, charges or expenses as are occasioned by his own willful neglect or default, each Director of the Society shall be indemnified and saved harmless out of the funds of the Society from and against all expenses incurred or lawsuits brought against him in his capacity as a Director of the Society.

Part 9 Constitution And Bylaws

Copy of Constitution and Bylaws

- 9.01 On being admitted to membership, each member is entitled to and the Society shall give each member, without charge, a copy of the Constitution and Bylaws of the Society.

Constitutional and Bylaw Amendments

- 9.02 The Constitution and these Bylaws may not be rescinded, altered or added to except by special resolution.
- 9.03 Such action to amend the Constitution or Bylaws shall require sixty days written notice of the proposed amendment to all members in good standing.

Part 10 Office, Corporate Seal And Books Of Accounts

Office

- 10.01 The Society shall maintain a registered office at such place as determined by the Board.

Common Seal

- 10.02 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 10.03 The common seal shall be kept at the registered office.
- 10.04 The common seal shall be used in such a manner as the Board may from time to time determine and shall be affixed only when authorized 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 Secretary or President and Secretary-Treasurer.

Books of Accounts

- 10.05 All books of accounts, records and minutes of the Society, other than minutes of in-camera proceedings of the Board, shall be open for inspection by any member at any reasonable time and upon reasonable notice to the Secretary.

Part 11 Auditor

Applicability

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

Appointment of Auditor

- 11.02 The first auditor shall be appointed by the Board who shall also fill all vacancies occurring in the office of the auditor.
- 11.03 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

Removal of Auditor

- 11.04 An auditor may be removed by ordinary resolution.

Notice to Auditor

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

General Meetings

- 11.06 The auditor may attend general meetings.

Part 12 Rules Of Order

- 12.01 The Rules contained in the latest edition of Robert's Rules of Order shall govern all matters of procedure not covered in these By-Laws.