

ASSOCIATION OF CONSULTING ENGINEERING COMPANIES – BRITISH COLUMBIA

Society Number S-11969

CONSTITUTION

1. The name of the Society is “Association of Consulting Engineering Companies – British Columbia”.
2. The purpose of the Society is to serve the consulting engineering industry of British Columbia, by:
 - a) Promoting and supporting high professional standards,
 - b) Representing its interests to the public, news media, clients and governments,
 - c) Representing its interests to provincial, national and international associations that regulate or provide services to consulting engineers,
 - d) Educating the public, news media, clients and governments about consulting engineering,
 - e) Fostering the exchange of expertise and information amongst members,
 - f) Soliciting, collecting, receiving, acquiring, holding and investing money and property, both real and personal, received by gift, contribution, bequest devised, or otherwise, selling and converting property, both real and personal, into cash, and using the funds of the Society and the proceeds, income, and rents derived from any property of the Society in furtherance of the purposes set out above,
 - g) Purchasing, leasing, selling or holding such property, equipment and materials as are deemed necessary to accomplish the Society’s purposes, and
 - h) Doing all such things as are ancillary and incidental to the attainment of the purposes of the Society.
3. The activities of the Society must be chiefly carried out in British Columbia. This clause is unalterable.

BYLAWS

Part 1 - Interpretation

- 1.1 In the constitution and these bylaws, unless the context requires otherwise:
 - a) “ACEC” means Association of Consulting Engineering Companies - Canada,
 - b) “Act” means the Society Act,
 - c) “AGM” means an annual general meeting,
 - d) “APEGBC” means Association of Professional Engineers and Geoscientists of British Columbia,
 - e) “Authorized Representative” means a person who is appointed to represent a Corporate or an Associate Member,
 - f) “Board” or “Board of Directors” means the directors of the Society for the time being, acting as a body,
 - g) “consulting engineering” has the meaning given to it by the Board,
 - h) “director” means a director of the Society,

- i) “general meeting” includes an AGM and a special general meeting,
- j) “member” means a member of the Society,
- k) “registered address” means a member’s address as recorded in the register of members,
- l) “Society” means Association of Consulting Engineering Companies – British Columbia,
- m) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means,
- n) “constitution”, “bylaws”, “special resolution” and “ordinary resolution” have the meaning given to them in the Act,
- o) the singular includes the plural and vice versa, unless the context requires otherwise, and
- p) persons include corporations and associations.

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

1.3 Each member is entitled to and the Society must on request give the member a copy of the constitution and bylaws without charge.

1.4 The constitution and bylaws can only be amended by special resolution.

Part 2 - Membership

2.1 The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

2.2 1) There are three categories of members: Corporate, Associate, and Voting.

2) A Corporate Member must be a corporation, partnership, or sole proprietorship which:

- a) is in the business of providing independent engineering and other technology-based intellectual services for the built and natural environment,
 - b) maintains an office in British Columbia,
 - c) is entirely privately owned, and not a crown corporation or in-house engineering department of a manufacturing or resource company,
- and where:
- d) in the case of a sole proprietor, that person is a member in good standing of APEGBC,
 - e) in the case of a partnership, the majority of partners are members in good standing of APEGBC, or
 - f) in the case of a corporation, the corporation is incorporated in Canada or a province of Canada.

3) A Voting Member:

- a) is a person appointed by a Corporate Member under bylaws 2.3 (d) and 5.7 (4), and
- b) must be an employee, shareholder or director of that Corporate Member.

4) A Corporate Member in good standing has the right to appoint a number of Voting Members based on the number of full time equivalent employees it has who are ordinarily resident in British Columbia, as follows:

- a) 1 – 4 employees: 1 Voting Member,
- b) 5 – 20 employees: 2 Voting Members,
- c) 21 – 50 employees: 3 Voting Members,
- d) 51 – 100 employees: 4 Voting Members,
- e) 101 – 200 employees: 5 Voting Members,
- f) 201 – 300 employees: 6 Voting Members,
- g) 301 – 400 employees: 7 Voting Members, and
- h) 401 – 600 employees: 8 Voting Members, and
- i) 601 or more employees: 9 Voting Members.

5) A majority of the Voting Members appointed by a Corporate Member must be members in good standing of APEGBC.

6) A Corporate Member must promptly and in writing inform the Society of:

- a) any change in the number of its full time equivalent employees that would change the number of Voting Members it is entitled to appoint, and
- b) the names, addresses, telephone numbers, and e-mail addresses of its Voting Members, and any change to them.

7) A Voting Member may also be the Authorized Representative of a Corporate Member.

8) An Associate Member is a business that:

- a) is not eligible to be a Corporate Member,
- b) derives a significant proportion of its revenues from activities related to the provision of consulting engineering services, and
- c) maintains an office in British Columbia.

9) All members have the right to notice of, to attend, and to speak at general meetings. Only Voting Members have the right to vote.

2.3 An application for membership or for renewal of membership must:

- a) be written and in a form approved by the Board,
- b) include the full name, address, e-mail address, and fax and telephone numbers of the applicant,
- c) indicate the category the applicant wishes to belong to, and provide the information that is required under the bylaws,

- d) in the case of an applicant to become a Corporate Member:
 - i) appoint an Authorized Representative, who may also be a Voting Member,
 - ii) state the average number of full-time equivalent employees it had during the preceding year in British Columbia and outside British Columbia, and the number of those in British Columbia who are members of the APEGBC, and who are engineers or geoscientists in training under the bylaws of the APEGBC,
 - iii) state the location of its head office,
 - iv) provide the names, addresses, e-mail addresses and telephone numbers of the Voting Members it wishes to appoint, and
 - v) provide the names of three Corporate Members that endorse the application,
- e) in the case of an applicant to become an Associate Member:
 - i) appoint an Authorized Representative, and
 - ii) provide the names of three Corporate Members that endorse the application,
- f) be signed by the applicant or its Authorized Representative, and indicate that the applicant agrees to be bound by the Act, the constitution and bylaws, all policies and regulations enacted by the Board including codes of practice and of ethics, and any rules of order governing the conduct of general meetings and of meetings of the Board,
- g) provide such other information as the Board may reasonably require, and
- h) include annual membership dues.

2.4 1) A person may apply to the Board for membership, and becomes a member on:

- a) complying with bylaws 2.2 and 2.3 , and
- b) acceptance by the Board.

2) The Board may in its sole discretion approve, postpone, or refuse an application for membership, and determine the category to which a member belongs.

3) The amounts of annual membership dues and, where required, special assessments for all categories of members, and the date by which they must be paid, must be set by resolution of the Board.

4) The Board may:

- a) require that Corporate Members also be members of ACEC, and that they join or renew membership in ACEC at the same time as they join or renew membership in the Society, and
- b) may act as agent for ACEC in processing applications for membership and fees for both societies, or may delegate to ACEC the authority to do so on behalf of the Society.

5) The annual membership dues of a Corporate Member must be proportional to the number of its full time equivalent employees in British Columbia.

- 6) The Board may only levy a special assessment if it is approved by a resolution of which not less than 2/3 of the directors then in office are in favour. A special assessment payable by Corporate Members may be proportionate to their annual membership dues under bylaw 2.4 (5).
- 7) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board.
- 2.5** 1) Membership is not transferable.
2) Membership must be renewed annually.
3) A member that is renewing must comply with bylaws 2.2 and 2.3.
- 2.6** A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, fax or telephone number, and in the case of a Corporate Member, its Authorized Representative or the Voting Members it appoints.
- 2.7** Every member and director must comply with:
- a) the Act,
 - b) the constitution and bylaws,
 - c) all policies and regulations enacted by the Board, including codes of practice and of ethics, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.8** A member ceases to be a member on:
- a) delivering a written resignation to the Society,
 - b) death,
 - c) in the case of a member that is incorporated or a partnership, on dissolution,
 - d) having been a member not in good standing for 90 days, or
 - e) being expelled.
- 2.9** A member becomes a member not in good standing on failing to pay:
- a) a debt due and owing to the Society,
 - b) a special assessment, by or before the date on which it is payable, or
 - c) annual membership dues by or before the date set for their payment.
- 2.10** 1) A member may be expelled by special resolution.
2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

- 2.11** A member may be suspended or expelled by resolution of the Board, provided that:
- a) not less than 2/3 of the directors then in office are in favour of the resolution,
 - b) the suspension or expulsion is for substantive failure to comply with the constitution or bylaws or any code of practice or ethics established by the Society, or for conduct prejudicial to the Society, notice of which has been given to the member,
 - c) notice of the resolution is accompanied by a brief statement of the reason or reasons for the proposed suspension or expulsion, and
 - d) the member is given reasonable notice of the resolution, and an opportunity to be heard at the meeting before the resolution is voted on.

Part 3 - Meetings of Members

- 3.1** 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
- 2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
- 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2** The Board may, when it thinks fit, convene a special general meeting.
- 3.3** 1) The Board, on the requisition of 10% of those members entitled to vote, must convene a special general meeting without delay.
- 2) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:
- a) state the purpose of the special general meeting,
 - b) be signed by the requisitionists, and
 - c) be delivered or sent by registered mail to the address of the Society.
- 3) If, within 21 days after the date of the delivery of the requisition, the Board does not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition.
- 4) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.

Part 4 - Notice to Members

- 4.1** 1) Notice of a general meeting must:
- a) specify the place, date and hour of meeting, and, in case of special business, the general nature of that business,
 - b) include any special resolution to be proposed at the meeting, and
 - c) be given to all members not less than 14 days before the meeting.
- 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

- 4.2** 1) Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if any.
- 2) No other person is entitled to receive a notice of general meeting.

4.3 A notice may be given to a member either personally, by mail, by fax, or by e-mail or other electronic means to the member at the member's address, e-mail address, or fax number, as shown in the register of members.

- 4.4** 1) A notice sent by mail from the Society's business office is deemed to have been received:
- a) two days after being mailed, if to an address in Greater Vancouver Regional District or Fraser Valley Regional District, or
 - b) five days after being mailed, if to any other address.
- 2) A notice sent by fax or e-mail is deemed to have been received 24 hours after being sent.
- 2) No other person is entitled to receive a notice of general meeting.

Part 5 - Proceedings at General Meetings

- 5.1** 1) The business at an AGM is:
- a) the adoption of rules of order, if required,
 - b) minutes of the last preceding AGM,
 - c) the report of the Board,
 - d) consideration of the financial statements,
 - e) the report of the auditor, if any,
 - f) appointment of the auditor, if any,
 - g) election of directors, as required,
 - h) resolutions, if any, and
 - i) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 2) The business at a special general meeting is limited to:
- a) adoption of rules of order, if required, and
 - b) that set out in a requisition under bylaw 3.3, if applicable, and
 - c) that determined by the Board under bylaw 3.2.
- 5.2** 1) Quorum at a general meeting is 20 Voting Members present at all times.
- 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.

- 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3** 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, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than fourteen days later. 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. Notice of a meeting adjourned under this bylaw need not be given to members not present.
- 5.4**
- 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 2) When a general meeting is adjourned for more than ten days, notice of the adjourned meeting must be given as for the original meeting.
 - 3) 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.
- 5.5**
- 1) The Chair must chair each general meeting. If the Chair is not present, able, or willing to be chair, the Vice-Chair must chair the meeting. If neither the Chair nor the Vice-Chair is present, able or willing to be chair, the meeting must elect one of the other directors who is present to chair the meeting.
 - 2) If none of the Chair, Vice-Chair, and the directors is present, or able or willing to chair a general meeting, then the meeting must elect a member to be chair.
- 5.6**
- 1) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
 - 2) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution is defeated.
- 5.7**
- 1) A question arising at a general meeting must be decided by a majority of votes, except where otherwise required.
 - 2) Voting is by show of hands, except:
 - a) where otherwise required, or
 - b) when a secret ballot is requested before a vote is taken, by a majority of members present, on a show of hands.
 - 3) A Voting Member present in person or by proxy at a general meeting has the right to one vote. Only Voting Members have the right to vote at general meetings. Associate Members do not have the right to vote.
- 5.8**
- 1) Proxy voting is permitted, subject to the following conditions:
 - a) a proxy must be held by a Voting Member,
 - b) a Voting Member cannot hold more than one proxy, and
 - c) a proxy is only valid for a specified general meeting.

2) An instrument appointing a proxy must be in the following form, or in any other form that the Board approves:

I, _____, of _____, hereby appoint _____, of _____, as my proxy to vote for me and on my behalf at the general meeting of Association of Consulting Engineering Companies – British Columbia on the _____ day of _____, 20____, and at any adjournment thereof.

Signed at _____ this _____ day of _____, 20____.

3) A proxy must be delivered to the Secretary at least 15 minutes before the time appointed for the meeting.

5.9 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

6.1 1) 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 the bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject to:

- a) all laws affecting the Society,
- b) the constitution and the bylaws, and
- c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society to govern proceedings at general meetings.

2) A rule made by the Society in a general meeting does not invalidate a prior act of the Board that would have been valid had that rule not been made.

6.2 1) The directors are:

- a) not less than ten and not more than fourteen elected by the members, who are the elected directors, with the number set by the Board,
- b) the Immediate Past-Chair, who is that person who most recently was but no longer is Chair, but only if that person has ceased to be an elected director, and
- c) not more than three appointed by the Board, who:
 - i) must be employees of Corporate Members, and
 - ii) have terms beginning on the date on which they are appointed and ending at the next following AGM.

2) The total number of directors must not be greater than 17.

3) An elected director must be a Voting Member, and has a normal term of office of four years.

4) At the adjournment of each AGM, so nearly as is reasonably practicable:

- a) 25% of the elected directors must have remaining terms of office of one year,
- b) 25% of the elected directors must have remaining terms of office of two years,
- c) 25% of the elected directors must have remaining terms of office of three years,
- d) 25% of the elected directors must have remaining terms of office of four years.

A director may be elected to a term of office of one, two or three years so as to comply with this bylaw.

5) An election must take place by secret ballot, unless the number of nominees is equal to or fewer than the number of vacant positions, in which case the nominees must be declared to have been elected.

6) In an election, each Voting Member has as many votes as there are positions to be filled. A voter must not cast more than one vote for a candidate.

7) If an election is for terms of different length, those candidates with the greatest number of votes are elected to the longer terms.

8) A director takes office at the adjournment of the AGM, or when appointed.

6.3

1) The members of the Nominations Committee are the Chair, Vice-Chair/Treasurer, Secretary/Designated Director, and Immediate Past-Chair.

2) The chair of the Nominations Committee must be the Immediate Past-Chair.

3) The Board must by resolution set the number of elected directors for the year following the AGM not less than 60 days before the date of the AGM. The Board must not reduce the number of elected directors unless the terms of one or more such directors will end at the AGM.

4) The Nominations Committee must nominate, and solicit the nomination of, sufficient candidates to fill the expected vacancies.

5) A candidate must:

- a) be nominated not less than 15 days before the AGM,
- b) be a Voting Member,
- c) consent to the nomination,
- d) be nominated in writing by the Nominations Committee, or by three Voting Members, who must have been appointed by not less than three Corporate Members, and
- e) not be disqualified from being a director of a company under section 124 of the Business Corporations Act.

6) The Nominations Committee must, so far as is reasonably practicable, ensure that the nominees, taken together with the directors, are reasonably representative of the diversity of the members.

7) The Nominations Committee must notify all Corporate Members of the names of the nominees not less than seven days before the AGM.

6.4

1) Not more than two directors can be Voting Members appointed by any one Corporate Member.

- 2) A director forthwith ceases to be a director on:
- a) the end of the director's term of office, unless the director is re-elected,
 - b) resigning in writing,
 - c) ceasing to be a Voting Member,
 - d) the Corporate Member which appointed the director as a Voting Member ceasing to be a member in good standing,
 - e) becoming ineligible to be a director under bylaw 6.3 (5),
 - f) in the case of the Immediate Past-Chair, on ceasing to be that person who most recently was but no longer is Chair,
 - g) death,
 - h) becoming unable to perform the duties of a director due to physical or mental disability, or
 - i) failing to attend three meetings of the Board in one year.

6.5 The Board must annually appoint two Voting Members to be directors of ACEC, and not less than one of them must also be a director of the Society.

6.6 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.

6.7 The members may by special resolution remove a director before the expiration of the director's term of office, and elect a successor to complete the term of office.

6.8 1) The Board may appoint a Voting Member as a director, to fill a vacancy in the Board.
2) A director so appointed holds office only until the adjournment of the next AGM, at which time an election must be held to fill the remainder of the term (if any). The appointed director is eligible to be elected.

6.9 A director must not be remunerated for being or acting as a director, but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Part 7 - Proceedings of the Board

- 7.1** 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
2) Quorum at a meeting of the Board is six directors present, each of whom is a Voting Member appointed by a different Corporate Member.
3) A meeting of the Board may be called by:
 - a) the Chair, or
 - b) any three directors, or
 - c) resolution of the Board.
4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or fax. Notice of a meeting of the Board must be given not less than seven days before the meeting, unless notice is waived by all directors.

- 5) The Board must meet not less than four times in each year.
- 7.2** When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.3** A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
 - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.4**
- 1) Except where otherwise required, a question arising at a meeting of the Board must be decided by a simple majority of the votes.
 - 2) A resolution proposed at a meeting of the Board need not be seconded, and the chair of such a meeting may move or propose a resolution.
 - 3) In the case of an equality of votes at a meeting of the Board, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.
- 7.5** A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 7.6**
- 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the chair of each committee. The Board must determine the name, members, chair, duties, authority, and responsibility of each committee.
 - 2) A member of a committee must be a member of the Society, and the chair of a committee must be a director.
 - 3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next meeting of the Board held after it has been done.
 - 4) Subject to a resolution of the Board, a committee may meet and determine its procedures as it deems fit.
 - 5) The Past-Chairs' Council:
 - a) is made up of all Past-Chairs of the Society who are willing to serve on it,
 - b) is chaired by the most recent Past-Chair who is able and willing to do so, and
 - c) has the authority and responsibility delegated to it by the Board.
- 7.7**
- 1) The members of the Executive Committee are the Chair, Vice-Chair/Treasurer, Secretary/Designated Director, Immediate Past-Chair, and the President and CEO.
 - 2) Subject to the direction of the Board, the Executive Committee may manage, or supervise the management of, the affairs of the Society between Board meetings.
- 7.8** Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Directors' Duties, Conflicts & Indemnification

- 8.1** 1) A director must:

- a) act honestly and in good faith and in the best interests of the Society, and
- b) exercise the care, diligence and skill of a reasonably prudent person,

in exercising the powers and performing the functions of a director.

2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.

8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:

- a) the duty to act in accordance with the Act and the regulations, or
- b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

8.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors.

8.4 1) A director referred to in bylaw 8.3 must account to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction:

- a) unless:
 - i) the director discloses the interest as required by bylaw 8.3,
 - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
 - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
- b) unless:
 - i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
 - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in bylaw 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

8.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in bylaw 8.4(1)(a) or (b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:

- a) prohibit the Society from entering into the proposed contract or transaction,

- b) set aside the contract or transaction, or
- c) make any order that it considers appropriate.

8.6 Subject to court approval, the Society must indemnify a director or former director of the Society, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Society, if:

- a) the director acted honestly and in good faith with a view to the best interests of the Society, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

8.7 1) A director must not become an employee of the Society within a period of one year after the date on which the person ceased to be a director.

2) An employee of the Society must not become a director within a period of one year after the date on which the person ceased to be an employee.

Part 9 – Officers

9.1 1) The Board must at its first meeting following the AGM elect from amongst the directors a Chair, a Vice-Chair/Treasurer, and a Secretary/Designated Director, who are the elected officers, and who have a normal term of office ending at the adjournment of the next following AGM.

2) The Board may:

- a) dismiss an elected officer at any time, and elect another director to take that person's place, and
- b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.

3) An elected officer ceases to be an elected officer on:

- a) ceasing to be a director,
- b) resigning in writing, or
- c) resolution of the Board.

4) The offices of Secretary and Treasurer may be combined in one office, titled Secretary-Treasurer.

5) A director must not be remunerated for being or acting as such, but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

9.2 The Chair:

- a) must chair all meetings of the Board and all general meetings,
- b) must supervise the other officers in the execution of their duties,

- c) is the chief executive officer of the Society, unless a person is appointed to that position under bylaw 9.8,
- d) has the right to notice of, to attend and to speak at meetings of all committees, and to vote as a member of a committee when so appointed by the Board and at meetings of the Executive Committee, and
- e) must perform such other duties as may be directed by the Board.

9.3 The Vice-Chair/Treasurer must:

- a) perform the duties of the Chair, in the Chair's absence or inability to act,
- b) keep the financial records, including books of account, necessary to comply with the Act,
- c) render financial statements to the Board, members, and others when required, and
- d) perform such other duties as may be directed by the Board.

9.4 The Secretary/Designated Director must:

- a) issue notices and keep minutes of meetings of the Society and the Board,
- b) conduct the correspondence of the Society,
- c) have custody of all records and documents of the Society,
- d) have custody of the common seal of the Society, if any, and
- e) maintain the register of members.

9.6 In the absence of the Secretary/Designated Director from a meeting, the Board must appoint another person to act as Secretary.

9.7 The Board may delegate performance of the duties of the Secretary/Designated Director and the financial duties of the Vice-Chair/Treasurer to an employee.

9.8 1) The Board may appoint a President and CEO, and determine the remuneration and terms and conditions of employment of that person.

2) The President and CEO:

- a) is an appointed officer, and may be titled the chief executive officer or general manager,
- b) must, subject to the direction of the Board and the Chair, manage the operations of the Society, and
- c) has the right to notice of, to attend, and to speak at, but not to vote at, meetings of the Board and the Executive Committee.

Part 10 – Finance

10.1 1) 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 such manner

as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.

- 2) A debenture or mortgage must not be issued unless it has been approved by a special resolution.
- 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.

10.2 The Society must invest its funds as determined by the Board, subject to the Board exercising the judgment and care, under the circumstances then prevailing, which persons of prudence, character and intelligence exercise in the management of their own affairs.

10.3 Subject to the Personal Information Protection Act and any other applicable law, the:

- a) financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice,
- b) other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board, and
- c) documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

10.4 The Board must determine, by resolution, the

- a) financial year of the Society, and
- b) signing officers of the Society, and their authority.

Part 11 – Auditor

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

11.2 At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor.

11.3 An auditor may be removed by ordinary resolution.

11.4 An auditor must be promptly informed in writing of appointment or removal.

11.5 No director and no employee of the Society can be auditor.

11.6 The auditor may attend general meetings.

11.7 The Board must fill all vacancies arising in the office of auditor between AGMs.