

**BYLAWS OF
The BRITISH COLUMBIA BLACK HISTORY AWARENESS SOCIETY**

These are the Bylaws as amended by Special Resolution at the General Business Meeting held on
January 21, 2018.

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PART 1 – INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

- (a) “Accounting Records” means the records described in paragraph 20(2)(c) of the Act;
- (b) “Board Records” means the records described in paragraph 20(2)(a) and (b) of the Act, but does not include the records described in paragraph 24(2)(a) of the Act;
- (c) “Directors” means the Directors of the Society for the time being;
- (d) “Director Term” means the time between an annual general meeting and the immediate next annual general meeting thereafter;
- (e) “email address” of a member means his or her email address as most recently provided to the Society by the member;
- (f) “Voting Member” means a member of the Society described in section 2.3 of these Bylaws;
- (g) “Officer Term” means the time between the first Directors’ meeting following an annual general meeting and the first Directors’ meeting following the immediate next annual general meeting;
- (h) “Society” means the British Columbia Black History Awareness Society;
- (i) “Societies Act” and “Act” means the *Societies Act* (British Columbia) or any successor legislation from time to time in force, and any regulations made under the Act as amended from time to time; and
- (j) “Special Resolution” means a resolution passed at a general meeting by at least $\frac{3}{4}$ of the votes cast by the Voting Members, whether cast in person or by any other means permitted by these Bylaws, or a resolution consented to in writing by all of the Voting Members.

1.2 Any reference in these Bylaws to an annual general meeting of members will refer equally to resolutions executed by all of the Voting Members in lieu of holding an annual general meeting.

1.3 Any reference in these Bylaws to an officer is a reference to a “senior manager” as that term is defined in the Act.

1.4 Unless modified herein, the definitions in the Act apply to these Bylaws.

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

PART 2 – MEMBERSHIP

2.1 The Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the Society will be used solely to promote the purposes of the Society.

2.2 The members of the Society are the initial Directors of the Society, who are on incorporation admitted as Voting Members, and those persons who have become members in accordance with these Bylaws and, in either case, have not ceased to be members.

2.3 Any person, corporate or natural, that supports the purposes of the Society may apply to the board of Directors for membership, and upon acceptance by the Directors will be designated by the Directors a Voting Member, who will have the right to one vote at an annual general meeting of the Society.

at the discretion of the Directors.

2.4 On an application:

(a) for initial membership or on an application to renew membership after the applicant has ceased to be a member pursuant to section 2.11 of these Bylaws, the applicant must provide to the Directors:

(i) a completed copy of the form required by the Directors; and

(ii) the membership fee, if any, for the current year;

(b) to renew membership after termination in accordance with section 2.9 of these Bylaws, an applicant who has previously been admitted as a member and has not ceased to be a member pursuant to section 2.11 of these Bylaws must provide to the Directors:

(i) his or her current contact information, including a current email address; and

(ii) the membership fee, if any, for the current year.

2.5 The term of each Voting Membership will end at the end of the day of the annual general meeting of members following the issuance of the membership.

2.6 Membership in the Society is not transferable.

2.7 The board of Directors has discretion to accept or reject an application for membership in the Society, provided that before membership is accepted, the applicant must pay to the Society the membership fee, if any.

2.8 The membership fee for each member, if any, will be determined by the Directors.

2.9 To remain in good standing, every member will uphold the constitution of the Society and comply with these Bylaws and pay when due the membership fee, if any, for the current year.

2.10 Corporate or group members of the Society will be represented and vote (where entitled) at meetings of the Society by their duly appointed representative or representatives, but in no case will any member have more than one vote.

2.11 A person will cease to be a member of the Society:

- (a) by delivering his or her resignation in writing to the corporate secretary of the Society or by mailing or delivering it to the address of the Society;
- (b) on being expelled;
- (c) on having been a member not in good standing for 90 days, or such other period of time prescribed by the Directors; or
- (d) on his or her death or, in the case of a corporation, on dissolution.

2.7 (a) A member may be expelled from the organization by a special resolution of the members passed at any general meeting, and such expelled member will receive a refund of any membership fee he or she has paid for the current year.

(b) The notice of special resolution for expulsion will be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(c) The person who is the subject of the proposed resolution for expulsion will be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART 3 – MEETINGS OF MEMBERS

3.1 The annual general meeting of the Society will be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting, at a time and place, in accordance with the Societies Act, that the Directors decide.

3.2 General meetings of the Society will be held for any purpose and at any time and place, in accordance with the Societies Act, that the Directors decide.

3.3 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.4 The Directors may, whenever they think fit, convene an extraordinary general meeting of the Society for any purpose; or such meeting may be called upon petition requisitioned and signed by 10% of the Voting Members of the Society.

3.5 Any persons calling a meeting of the Society pursuant to section 3.4 will be responsible for the administration of and preparation for the meeting.

3.6 (a) Notice of a general meeting will be given to every member shown on the register of members on the day the notice is given; and to the auditor of the Society, if one has been appointed in accordance with Part 13 hereof. No other person is entitled to receive a notice of general meeting.

(b) Every notice of an annual, general or extraordinary meeting of the Society will state the place, the day and the hour of meeting and the nature of business of the meeting and will include the text of any special resolution to be submitted to the general meeting, and such notice will be given to members at least 14 days before the date of the meeting.

(c) Notice of any annual, general or extraordinary meeting will be given as set out in Part 15.

3.7 The accidental omission to give notice of any meeting to, or the non-receipt of the notice of a meeting by any member, will not invalidate proceedings at any meeting.

3.8 Notwithstanding the foregoing provisions, members who are entitled to vote at a meeting of members may waive or reduce the period of notice at a meeting of members by unanimous consent in writing.

3.9 The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means. When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

3.10 Other than as set out in these Bylaws, the rules of procedure at an annual, general or extraordinary meeting will be determined by the Directors.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

(a) all business at an extraordinary general meeting except the adoption of rules of order, and

(b) all business that is 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 Directors,
- (iv) the report of the auditor, if any,
- (v) the election of Directors,
- (vi) the appointment of the auditor, if required, and
- (vii) such other business as, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

- 4.2 (a) No business, other than the election of a chair and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) The minimum quorum at all annual, general or extraordinary meetings will be three Voting Members in good standing present in person or by proxy.

4.3 If within 30 minutes from the time appointed for a members' meeting a quorum is not present, the meeting will be adjourned to the same day of the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Voting Members present will constitute a quorum.

4.4 Subject to section 4.5, either the President of the Society or, in his or her absence, one of the Directors present, will preside as chair of a general meeting.

4.5 If at a general meeting:

- (a) there is no President or Director present within 30 minutes after the time appointed for holding the meeting, or
- (b) the President and all the Directors present are unwilling to act as chair, the Voting Members present will choose one of their number to be chair.

4.6 (a) A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting will 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 adjournment or of the business to be transacted at an adjourned general meeting.

4.7 (a) No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

(b) In case of an equality of votes the chair will not have a casting or second vote in addition to the vote to which he or she may be entitled as a Voting Member, and the proposed resolution will not be passed.

4.8 (a) A Voting Member in good standing present at a general meeting is entitled to one vote.

(b) Voting is by show of hands, unless the Voting Members otherwise decide.

(c) Voting by proxy is permitted.

4.9 A corporate Voting Member may vote by its authorized representative, who is entitled to speak and vote if the corporate member is so entitled, and to exercise the rights of a member in all other respects and that representative will be counted as a Voting Member for all purposes with respect to a meeting of the Society.

4.10 A resolution consented to in writing, whether by document, email or any other method of transmitting legibly recorded messages, by all the Voting Members of the Society will be as valid and effectual as if passed at a meeting of the members duly called and constituted. Such resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Each resolution will be filed with minutes of the proceedings of the members and will be effective on the date stated therein or on the latest date stated in any counterpart.

PART 5 – PROXY VOTING

5.1 A Voting Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members of the Society. The proxy form will be in writing under the hand of the appointer or of his or her attorney duly authorized in writing, or, if the appointer is a corporation, either under the seal of the corporation or under the hand of a duly authorized officer or attorney. A proxy holder need not be a Voting Member of the Society if:

(a) the member appointing the proxy holder is a corporation; or

(b) the persons present in person or by proxy and entitled to vote at the meeting by resolution permit the proxy holder to attend and vote; for the purpose of such resolution the proxy holder will be counted in the quorum but will not be entitled to vote.

In all other cases, a proxy holder must be a Voting Member of the Society.

5.2 Unless the Societies Act or any other statute or law which is applicable to the Society requires any other form of proxy, an instrument appointing a proxy holder, whether for a specified meeting or otherwise, will be in the following form following, or in any other form that the Directors will approve:

British Columbia Black History Awareness Society

The undersigned hereby appoints _____ of _____ (or failing him/her _____ of _____) as proxy for the undersigned to attend at and vote for and on behalf of the undersigned at the meeting of members of the society to be held on _____ (month, day, year).

Signed _____ (month, day, year),

Signature of member)

(Printed name of member)

5.3 A form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy thereof will be deposited at the address of the Society or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) or such lesser period as the Directors may from time to time determine before the time for holding the meeting in respect of which the person named in the instrument is appointed. In addition to any other method of depositing proxies provided for in these Bylaws, the Directors may from time to time by resolution make regulations relating to the depositing of proxies at any place or places and fixing the time or times for depositing the proxies and providing for particulars of such proxies to be sent to the Society or any agent of the Society in writing or by letter, fax, email or any method of transmitting legibly recorded messages so as to arrive before the commencement of the meeting or adjourned meeting at the office of the Society or any agent of the Society appointed for the purpose of receiving such particulars and providing that proxies so deposited may be acted upon as though the proxies themselves were deposited as required by this Part and votes given in accordance with such regulations will be valid and will be counted.

5.4 A vote given in accordance with the terms of a proxy is valid notwithstanding the previous death or incapacity of the member giving the proxy or the revocation of the proxy or of the authority under which the form of proxy was executed, provided that no notification in writing of such death, incapacity or revocation has been received at the address of the Society or by the chair of the meeting or adjourned meeting for which the proxy was given before the vote is taken.

5.5 Every proxy may be revoked by an instrument in writing:

- (a) executed by the member giving the same or by his or her attorney or other authority in writing or, where the member is a corporation, by a duly authorized director, officer or attorney of the corporation; and
- (b) delivered either at the address of the Society at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used, or to the chair of the meeting on the day of the meeting or any adjournment thereof, before any vote in respect of which the proxy is to be used has been taken.

PART 6 – DIRECTORS

6.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do and that 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, that are made from time to time by the Society in general meeting.

6.2 No rule made by the Society in a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

6.3 The number of Directors will be no less than three.

6.4 (a) Each Director will retire at the next immediate annual general meeting after his or her election or appointment, when his or her successor will be appointed.

(b) A retiring Director may seek re-election.

(c) An election may be by acclamation; otherwise, a ballot will be held.

6.5 With respect to vacancies:

(a) Subject to subsection (b) below, any vacancy on the board of Directors may be filled by appointment by the Directors.

(b) A Director appointed under subsection (a) above will serve the unexpired Director Term of the Director he or she is replacing.

- (c) If the Directors are unable to appoint Directors to vacancies on the board, they will call a general meeting of members to elect a Director or Directors to complete the unexpired Director Term.

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

6.7 The Voting Members may by special resolution remove a Director before the expiration of his or her term of office and may elect a successor to complete the term of office.

6.8 No Director will be remunerated for being or acting as a Director, but a Director will be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, providing that the board of Directors finds the expenses to have been necessarily and reasonably incurred.

6.9 Any Director who misses three consecutive board meetings and, in the opinion of the other Directors, has failed to show good cause, will be deemed to have resigned as of the end of the third missed meeting.

6.10 A Director will:

- (a) act honestly and in good faith and in the best interests of the Society;
- (b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the board of Directors.

6.11 A Director who is directly or indirectly interested in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of his or her interest in writing to the Secretary and otherwise comply with the requirements of the Societies Act.

6.12 A majority of directors may not be employed by or under contract of services to the Society.

6.13 The Directors will cause to be entered in the register of members the names of the initial directors and the name of every other person admitted as a member of the Society, together with the following particulars of each:

- (a) the full name, telephone number and email address;
- (b) the date on which a person is admitted as a member;
- (c) the day on which a person ceases to be a member.

6.14 The Directors will cause to be prepared all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting.

6.15 The Directors will, on behalf of the Society, cause to be filed all financial and other reports that have to be filed after the annual meeting as required by the Societies Act and the *Income Tax Act* (Canada) or other law.

6.16 The Directors will ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.

6.17 The Directors, on behalf of the Society, will keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, will keep records of

- (a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
- (b) every asset and liability of the Society;
- (c) every other transaction affecting the financial position of the Society.

6.18 The Directors will maintain the Society's records either on paper or electronically at the registered office of the Society or at such other location as is specified by a resolution of the Directors, and if the records are not maintained at the registered office at the Society the directors will make available for inspection at the registered office a written notice identifying the location at which the records are kept and listing the records or classes of records that are kept or made available for inspection at that specified location.

- (a) No person who is not a member of the Society will have access to any records of the Society except as required by the Act.
- (b) The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.
- (c) Members who are not Directors will not have access to the Accounting Records or Board Records of the Society.
- (d) A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect at the address of the Society during the Society's normal business hours any document or record of the Society as provided by law except those documents and records described in this section or under section 20(2) of the Act.
- (e) Subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or

a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

- (f) Copies of documents that a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

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

- (a) are less than eighteen (18) years of age;
- (b) have been found by any court, in Canada or elsewhere, to be currently incapable of managing their own affairs;
- (c) are an un-discharged bankrupt; or
- (d) have been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

In addition to the foregoing, a person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if they are not a Member in good standing for at least one (1) month.

PART 7 – PROCEEDINGS OF THE DIRECTORS

7.1 The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone or telephone conference call, video or web conference or such other communications medium as they determine.

7.2 A Director may at any time and the Secretary of the Society, on the request of a Director, will, convene a meeting of the Directors.

7.3 The Directors may from time to time fix the quorum necessary for the transaction of business at a meeting of the Directors, and unless so fixed, the quorum will be a majority of the Directors then in office.

7.4 The President of the Society will preside over board meetings. In the President's absence, the other Directors present will elect one of their number to preside as chair of a board meeting.

7.5 (a) The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee.

- (b) A committee so formed in the exercise of the powers so delegated will comply with any rules imposed on it by the Directors, and will report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held after it has been done.
- (c) Subject to directions of the Directors, a committee will determine its own procedure.
- (d) The members of a committee may meet and adjourn as they think proper.

7.6 (a) Questions arising at a meeting of the Directors and committee of Directors will be decided by a majority of votes.

- (b) In case of an equality of votes no person will have a second or casting vote.

7.7 No resolution proposed at a meeting of Directors need be seconded and any person may move or propose a resolution.

7.8 A resolution in writing, signed by all the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

7.9 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of Directors is present.

7.10 A Director may send by mail or email or deliver to the address of the Society a waiver of notice of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meeting of Directors will be sent to that Director; and
- (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director will, if a quorum of the Directors is present, be valid and effective.

PART 8 – OFFICERS AND COMMITTEES

8.1 The Directors will determine the officers of the Society from time to time, which officers may include a President, an immediate Past President, a Vice-President, a Secretary and a Treasurer. One person may hold more than one office. Except for the position of Treasurer, an officer must be a Director of the Society.

8.2 From time to time the Directors will appoint or elect the officers of the Society, who will hold office for one year. Each officer will retire from office at the expiration of his or her term of office when his or her successor has been elected or appointed at the first meeting of the Directors held following the annual general meeting of the members of the Society. If no successor is elected or appointed, then the

person previously elected or appointed as an officer of the Society will continue to hold office unless that person resigns or is otherwise removed from office.

8.3 In the absence of a written agreement to the contrary, the Directors may remove any officer before the expiration of his or her term of office.

8.4 The terms of employment or remuneration, if any, of the officers appointed by the Directors will be settled from time to time by the Directors.

8.5 The President, if any, will be the chief executive officer of the Society and will supervise the other officers in the execution of their duties. The President will chair all meetings of members and of the board. During the absence or disability of the President, the President's duties will be exercised as directed by the board.

8.6 The Vice-President, if any, will carry out the duties of any other officer, including the President, during his or her absence.

8.7 The immediate Past President, if any, will advise the President and the Directors under the direction of the President.

8.8 The Secretary, if any, will:

- (a) make or cause to be made all required filings for the Society with the Registrar;
- (b) issue or cause to be issued all notices required to be given to members and Directors;
- (c) attend all meetings of the Directors and the members and prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the meetings of Directors and members (such books to be kept at the registered office of the Society);
- (d) keep or cause to be kept the records of the Society, except those required to be kept by the Treasurer;
- (e) keep or cause to be kept the common seal of the Society;
- (f) maintain or cause to be maintained the register of members and register of Directors; and
- (g) perform any other duties prescribed from time to time by the board.

8.9 The Treasurer, if any, will:

- (a) maintain the Society's financial records, including books of account, necessary to comply with the Societies Act; and

(b) render financial statements to the Directors, members and others when required.

8.10 The duties of all other officers of the Society will be set out in the terms of their engagement or as the board requires. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by that assistant, unless the board otherwise directs.

8.11 From time to time the board may vary, add to or limit the powers and duties of any officer.

8.12 In case of the absence or inability to act of any officer of the Society or for any other reason that the board of Directors may deem sufficient, the board of Directors may delegate all or any of the powers of any officer to any other person for the time being.

PART 9 – SEAL

9.1 The Directors may provide a common seal for the Society and may destroy a seal and provide a new seal in its place. The common seal may only be affixed 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.

PART 10 – BORROWING

10.1 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide.

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

10.3 No debenture may be issued without the sanction of a special resolution.

PART 11 – LIQUIDATION

11.1 In the event the Society is wound up or dissolved, any remaining assets after the payment of all debts and liabilities will be gifted to an organization that is a qualified donee under the *Income Tax Act* (Canada), as amended from time to time, as directed by the members of the Society at a special meeting.

PART 12 – INDEMNIFICATION OF DIRECTORS AND OFFICERS

12.1 Subject to the Act, no Director or officer of the Society will be liable for:

- (a) the acts, omissions or defaults of any other Director or officer;
- (b) any loss or expense incurred by the Society by reason of the insufficiency or deficiency of title of any property acquired for or on behalf of the Society;

- (c) the insufficiency or deficiency of any security in or upon which any of the money of the Society is invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the money, securities or other property of the Society are deposited;
- (e) any loss occasioned by any error of judgment or oversight on the Director's or officer's part; or
- (f) any other loss, damage or misfortune which occurs in the execution of the duties of the office of Director or officer or in relation thereto unless such loss, damage or misfortune happened through the Director's or officer's own dishonesty or wilful misconduct.

12.2 Subject to the requirements of the Act, the Society will indemnify each Director (or former Director) or officer (or former officer) and his or her 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 such Director or officer in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer of the Society, including an action brought by the Society, if:

- (a) the Director or officer 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 or officer had reasonable grounds for believing that his or her conduct was lawful.

12.3 Subject to the Act, the Society may purchase and maintain insurance for the benefit of a Director or officer against personal liability incurred by him or her as a Director or officer of the Society.

PART 13 – AUDITORS AND ACCOUNTING RECORDS

13.1 At each annual meeting, the members may (but are not required to unless otherwise required by the Act) appoint auditors to audit the accounts of the Society and the auditors so appointed will hold office until the close of the next annual meeting. Subject to the Act, the board of Directors may fill any casual vacancy in the office of the auditors. The auditors will promptly be informed in writing of appointment or removal.

13.2 The first auditor will be appointed by the Directors, who will also fill all vacancies occurring in the office of auditor.

13.3 An auditor may be removed by ordinary resolution.

13.4 No Director or employee of the Society will be auditor of the Society.

13.5 The auditor may attend general meetings.

13.6 The financial year of the Society will terminate on a day in each year to be fixed by the Directors and the financial statements of the Society's affairs for presentation to the members at the annual meeting will be made up to that date.

13.7 Unless otherwise determined by the Directors, the accounting records of the Society will be kept at the head office of the Society.

PART 14 – BYLAWS

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

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

PART 15 – NOTICES

15.1 Any notice:

- (a) Required to be given to a member or other person pursuant to the Act or these Bylaws may be sent by prepaid mail or may be delivered, as the Directors deem appropriate, to each member or other person personally, by email or other electronic means, or by leaving it at the usual business or, if a member, at the usual business or residential address of the member as shown on the register of members, if any such address is shown in the records of the Society;
- (b) Sent by mail will be deemed to have been given on the second day following that on which the notice has been deposited in the mail, provided that the cost of such notice is prepaid by the Society, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle; and
- (c) Sent by email or other electronic means will be deemed to have been given on the date on which it is sent.