

**NOTICE OF SPECIAL RESOLUTION**  
**OF**  
**TURTLE VALLEY DONKEY REFUGE SOCIETY**  
**(the "Society")**

The following special resolution will be proposed for approval at the Society's annual general meeting on Sunday, October 27, 2024 at 11:00 am, at Turtle Valley Donkey Refuge:

**Amendments to Bylaws**

BE IT RESOLVED as a special resolution that the Bylaws of the Society be amended to the attached following document, to take effect upon the electronic filing of a Bylaw Alteration Application with Societies BC. These updates to the Bylaws are being made to facilitate the succession plan of the Refuge and ensure future Members and Board Members are invested and dedicated to ensuring the well-being of the Donkeys and upholding the Purpose, Constitution and Mission of the Donkey Refuge.

**Authorization**

BE IT RESOLVED as an ordinary resolution that the directors of the Society be authorized and directed to sign all documents and take all actions that are necessary or desirable in giving effect to the following amended Bylaws.

NAME OF SOCIETY: **TURTLE VALLEY DONKEY REFUGE SOCIETY**

Incorporation Number: S0057625

Business Number: 82230 9001 BC0001

Filed Date and Time:

The name of the Society is TURTLE VALLEY DONKEY REFUGE SOCIETY

The purposes of the Society are:

- a. to establish and operate a safe and permanent sanctuary for abandoned, abused, neglected or unwanted donkeys;
- b. to provide protection, medical care and shelter to abandoned, abused, neglected or unwanted donkeys;
- c. to educate the general public on the appropriate and proper care of donkeys and to promote the prevention of cruelty to animals;
- d. to do all such things as are incidental or ancillary to the attainment of the above objects;
- e. to receive and accept donations, grants, contributions and gifts of any kind and every kind and nature whatsoever, whether by way of bequest, demise, gift, contribution or otherwise, and to apply such donations, grants, contributions and gifts in a manner consistent with the purposes of the Society;
- f. to acquire, hold, purchase, convert, lease, mortgage, sell or dispose of any real or personal asset of the Society; and to invest and re-invest any of the assets of the Society in investments which the directors in their discretion consider appropriate without limitation to investments in which trustees are authorized to invest trust funds.

BYLAWS OF  
TURTLE VALLEY DONKEY REFUGE SOCIETY  
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BYLAWS  
OF  
TURTLE VALLEY DONKEY REFUGE SOCIETY  
(the "Society")

**PART 1-INTERPRETATION**

**1.1 Definitions**

In these Bylaws, unless the context otherwise requires:

- a. **"Board"** means the board of Directors of the Society from time to time;
- b. **"Bylaws"** means the bylaws of the Society as filed in the Office of the Registrar;
- c. **"Chair"** means a Person elected to the office of Chair in accordance with these Bylaws;
- d. **"Constitution"** means the constitution of the Society as filed in the Office of the Registrar;
- e. **"Directors"** mean the Directors of the Society for the time being and a Director means any one of them;
- f. **"Members"** means the applicants for incorporation of the Society and those Persons, who are at least nineteen (19) years of age, who have become non-voting, voting, or lifetime members in accordance with these Bylaws and, in any case, have not ceased to be members, and a "Member" means any one of them;
- g. **"Non-Voting Members"** means a Member who supports the mission of the Society but does not have the right to vote in governance matters or elections, and a "Non-Voting Member" means any one of them;
- h. **"Voting Members"** means a Member who meets the eligibility criteria and has been approved by the Directors to vote at the Annual General Meeting, and a "Voting Member" means any one of them;
- i. **"Lifetime Members"** means a Member who has been granted membership for life, often in recognition of significant contributions to the organization, and enjoys the rights of a Voting Member without the obligation of paying annual dues, and a "Lifetime Member" means any one of them;

- j. **"Societies Act"** means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
- k. **"Registered Address"** of a member, means the Member's address as recorded in the Register of Members.

## 1.2 Societies Act Definitions

The definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws.

## 1.3 Plural and Gender

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

### 2.1 Grandfathering of Voting Rights for Existing Members Including Lifetime Members

Notwithstanding any other provision in these Bylaws, all Members including Lifetime Members in good standing prior to the date of amendment of these bylaws at a General Meeting of the Members shall retain their voting rights as previously granted. These voting rights shall continue for the duration of their membership unless otherwise terminated by resignation, removal, or disqualification under these bylaws as they existed prior to the date their amendment, in accordance with the *Societies Act*.

### 2.2 Admission to Membership

The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become Members, in accordance with these Bylaws and, in either case, have not ceased to be Members. An individual may apply to the Directors for membership in the Society and, upon approval, become a Member. Memberships are valid for one year from the date of purchase. To maintain good standing, members must renew their memberships by paying their membership dues within six (6) months of the expiration date. Renewals will be applied retroactively, starting from the original expiration date.

Any person applying for new membership or reinstating a membership where dues have remained unpaid for over six (6) months under the provisions set out in these Bylaws will, upon acceptance, be designated as a Non-Voting Member.

### 2.3 Compliance

Every Member must uphold the Constitution and comply with these Bylaws.

### 2.4 Duration of Non-Voting Membership

A Non-Voting Member must remain in good standing for a period of three (3) consecutive

years after which time they may apply to the Directors to become Voting Members.

## **2.5 Criteria for Good Standing**

A Member is considered to be in good standing if:

- (i) They have fulfilled all membership obligations, including payment of dues pursuant to section 2.2 of these bylaws.
- (ii) They have not engaged in conduct detrimental to the Society or its mission, as determined at the sole discretion by the Board.

## **2.6 Application for Voting Status**

- a) Non-voting Members shall be informed of their eligibility for transition to voting status at the end of their third year of membership.
- b) After completing three (3) years in good standing pursuant to section 2.5 of these Bylaws, a Non-Voting Member may submit a written request to the Board of Directors to be considered for voting membership.
- c) The request to transition to Voting Member status must outline the Member's contributions to the Society and demonstrate their commitment to its objectives.
- d) A Non-Voting Member in good standing who does not apply to become a Voting Member may continue as a Non-Voting Member upon payment of the annual dues.

## **2.7 Board Approval**

The Board will review the application for voting membership and may, at their absolute discretion, grant voting status based on the Member's involvement, contributions, and alignment with the Society's values. The Board's decision will be communicated in writing to the Member within thirty (30) days of the review, and may or may not be accompanied by reasons therefor.

## **2.8 Dues**

The amount of the first annual membership dues must be determined by the Directors and after that the annual membership dues must be determined at the Annual General Meeting of the Society.

## **2.9 Cessation of Membership**

A person ceases to be a Member of Society

- a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society,
- b) on his or her death or, in the case of a corporation, on dissolution,
- c) on being expelled, or



- d) on having become a Member not in good standing.

## **2.10 Expulsion of a Member**

- a. A Member may be expelled by a special resolution of the Members passed at a general meeting.
- b. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- c. The person who is the subject of the proposed resolution for expulsion must 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 Time and Place of General Meeting**

General meetings of the Society must be held at the time and place, in accordance with the *Societies Act*, that the Directors decide.

### **3.2 General Meeting**

Every general meeting, other than an Annual General Meeting, is a general meeting.

### **3.3 Calling of a General Meeting**

The Directors may, when they think fit, convene a general meeting.

### **3.4 Notice of General Meeting**

Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.

### **3.5 Omission of Notice**

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.

### **3.6 Annual General Meeting**

The first Annual General Meeting of the Society must be held not more than 15 months after the date of incorporation and after than an Annual General Meeting must be held at least once in every calendar year.

## **PART 4–PROCEEDINGS OF GENERAL MEETING**

### **4.1 Special Business**

Special business is:

- a. all business at a general meeting except the adoption of rules of order, and
- b. all businesses conducted at an Annual General Meeting, except the following:
  - (i) the adoption of rules of order;
  - (ii) consideration of the financial statements;
  - (iii) consideration of the report of the Directors;
  - (iv) consideration of the report of the auditor, if any;
  - (v) the election of Directors;
  - (vi) the appointment of the auditor, if required;
  - (vii) the other business that, under these bylaws, ought to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting:

### **4.2 Requirement of Quorum**

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.

### **4.3 Quorum**

A quorum is three Members present, or a greater number that the Members may determine at a general meeting.

### **4.4 Loss of Quorum**

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

### **4.5 Lack of Quorum**

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

### **4.6 Chair**

Subject to Bylaw 4.7, the President of the Society, the Vice-President or, in absence or both, one of the other Directors present, must preside as Chair of a general meeting

#### **4.7 Alternate Chair**

If at a general meeting

- a) there is no President, Vice-President or other Directors present within 15 minutes after the time appointed for holding the meeting, or
- b) the President and all the other Directors present are unwilling to act as the Chair,

the Members present must choose one of their numbers to be the Chair.

#### **4.8 Adjournment**

A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **4.9 Notice of Adjournment**

When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

#### **4.10 When Notice Not Required**

Except as provided in this Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

#### **4.11 Motions Need Not be Seconded**

A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

#### **4.12 No Casting Vote**

In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member, and the proposed resolution does not pass.

#### **4.13 Entitlement to Vote**

A Member in good standing present at a meeting of Members is entitled to one vote.

#### **4.14 Decisions by Show of Hands, Voice Vote or Secret Ballot**

Voting will be by show of hands or voice vote recorded by the secretary of the meeting, unless proxy votes are to be recorded and except that, at the request of any two (2) Members present at the meeting, a secret vote by written ballot will be required.

#### 4.15 Voting by Proxy

- a.) Voting by proxy is permitted, provided that the proxy has previously been appointed in writing signed by the Member appointing the proxy. A permanent proxy entitling a Member to vote at other than one meeting and any adjournment of that meeting is void.
- b.) Any individual who is a Member and who is not younger than the age of majority in British Columbia may act as proxy holder.
- c.) A proxy and the power of attorney or other authority, if any, under which it is signed or a notarially-certified copy thereof shall be deposited at the address of the Society or at such other place as is specified for that purpose in the notice calling the meeting not less than 48 hours before the time for holding the meeting at which the Member named in the proxy progress to vote or shall be deposited with the Chair prior to the commencement of the meeting. In the addition to any other method of depositing proxies provided for in these Bylaws the Board may from time to time make regulations:
  - (i) permitting the depositing of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held;
  - (ii) providing for particulars of those proxies to be tete-copied or sent in writing to the Society or any agent of the Society before a meeting or an adjourned meeting for the purpose of receiving those particulars; and
  - (iii) providing that those proxies so deposited may be voted as though the proxies themselves were produced to the Chair of the meeting or of the adjourned meeting as required by this Bylaw.

Votes given in accordance with proxies and particulars of proxies so deposited shall be valid and counted.

- d.) A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death, bankruptcy or incapacity of the Member or revocation of the proxy or of the authority under which the proxy was executed, provided that prior to the meeting no notice in writing of the death, bankruptcy, incapacity or revocation as aforesaid shall have been received at the address of the Society or by the Chair of the meeting or of the adjourned meeting at which the vote was given.

**4.16 Form of Proxy**

Unless in the circumstances the *Societies Act* requires any other form of proxy, a proxy appointing a proxy holder shall be in the following form, or in any other form that the Board shall approve:

Turtle Valley Donkey Refuge Society

The undersigned hereby appoints \_\_\_\_\_  
of \_\_\_\_\_ (or failing him \_\_\_\_\_)  
\_\_\_\_\_ of \_\_\_\_\_ ) as proxyholder for the  
undersigned to attend at and vote for and on behalf of the  
undersigned at the general meeting of the Society to be held on the  
\_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any  
adjournment of that meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
(Signature of Member)

**4.17 Corporate Member**

A corporate Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that representative must be considered as a Member for all purposes with respect to a meeting of the Society.

**PART 5-DIRECTORS AND BOARD POSITIONS**

**5.1 Powers of Directors**

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 a general meeting, but subject, nevertheless, to

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

**5.2 Rules**

A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

### 5.3 Number & Composition of Directors

The number of Directors must be 5 or greater number determined from time to time at a general meeting. For so long as the Society is operated on land owned or occupied by a Member or Members, then that Member (or one of them if more than one owns the land) must be a Director of the Society; provided that if such person is unable or unwilling to act to continue to act as Director, then he, she or they may appoint a person to act as a Director in their place.

### 5.4 Management of Property and Affairs

The property and affairs of the Society will be managed by the Board of Directors.

### 5.5 Qualification of Directors

To be eligible for election to the Society's Board of Directors, candidates must meet the following criteria:

- a) Be a Voting Member in good standing of the Society.
- b) Demonstrate a commitment to the Society's mission and objectives by actively supporting the welfare of donkeys through:
  - (i) Volunteering: Candidates must have volunteered for at least 40 hours in the Society's programs, such as working at the donkey refuge, participating in outreach or education efforts, or assisting with fundraising events. The number of volunteer hours required may be adjusted from time to time by a majority vote of the Directors.
  - (ii) Demonstrated Knowledge of Donkeys: Candidates should have a solid understanding of donkey care, behaviour, and welfare. This may include:
    - Previous experience working with or caring for donkeys.
    - Participation in educational workshops, seminars, or training on donkey health and management.
    - Advocacy for donkey welfare through public speaking, writing, or involvement in animal welfare campaigns.
- c) Possess skills or experience beneficial to the Board's governance (e.g., financial expertise, legal knowledge, fundraising experience, or experience in animal welfare).
- d) Be in compliance with any applicable legal or regulatory requirements, such as being free from conflicts of interest, and qualified in accordance with the Societies Act.
- e) In exceptional circumstances, the Board of Directors may, by majority vote, waive any or all of the above criteria to appoint a Director deemed to be of outstanding merit.

## 5.6 Terms of Office

- a.) For purposes of calculating the term of office, the first year of such term shall be deemed to terminate at the close of each Annual General Meeting of the Society.
- b.) Elected Directors shall be elected by an ordinary resolution of the Members at a general meeting and shall take office commencing at the close of such meeting.
- c.) The term of office of elected Directors shall normally be two (2) years. For purposes of calculating the duration of an elected Director's term of office, the term shall be deemed to commence at the close of the general meeting in which such Director was elected. If the Director was elected at a general meeting, for the purposes of calculating the term of office, such term shall be deemed to have expired at the close of the Annual General Meeting next following such general meeting.
- d.) In elections where there are more candidates than vacant positions for Directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- e.) No Member shall vote for more Directors than the number of vacant positions for elected Directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- f.) Every Director shall retire from office at the close of the Annual General Meeting in the year in which his or her term expires.

## 5.7 Ceasing to be a Director

A person will automatically cease to be a Director:

- a.) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Society or to the address of the Society and the effective date of the resignation stated herein; or
- b.) upon the date such person is no longer a Member; or
- c.) upon his or her removal; and
- d.) upon his or her death or upon becoming permanently incapacitated.

## 5.8 Vacancy

The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors.

## **5.9 Actions not Invalid**

An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

## **5.10 Removal of Director**

The 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.

## **5.11 Reimbursement of Directors' Expenses**

A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

# **PART 6—PROCEEDINGS OF DIRECTORS**

## **6.1 Meeting Place**

The Directors may meet together at the places they think fit to conduct business, and adjourn and otherwise regulate their meetings and proceedings, as they see fit.

## **6.2 Quorum of Directors**

The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Directors then in office.

## **6.3 Chair**

The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice- President must act as Chair, but if neither is present, the Directors present may choose one of their numbers to be the Chair at the meeting.

## **6.4 Calling of Meetings**

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

## **6.5 Notice**

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

## **6.6 Motions need not be Seconded**

No resolutions proposed at a meeting of the Board need to be seconded.



## **6.7 Passing Resolutions**

Any issue at a meeting of the Board which is not required by these Bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

## **6.8 No Casting Vote**

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

## **6.9 Waiver of Notice by Absent Director**

A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a Waiver of Notice, which may be by letter, telegram, or any form of electronic communication, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

- a. a notice of meeting of Directors is not required to 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, if a quorum of the Director is present, are valid and effective.

## **6.10 Majority**

Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.

## **6.11 Resolution in Writing**

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

## **PART 7 – COMMITTEES**

### **7.1 Delegation to Committees**

The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.

### **7.2 Terms of Reference and Rules**

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the board held after it has been done, or at such other time or times

as the Board may determine.

### **7.3 Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

### **7.4 Chair**

A Committee must elect a Chair of its meetings, but if no Chair is elected, or if at a meeting, the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their numbers to be the Chair of the meeting.

## **PART 8– DUTIES OF BOARD POSITIONS**

### **8.1 Election of Board Positions**

At the first meeting of the Board, the Board will elect the Board Positions. All Board Positions must be Directors. The Board will elect a Chair, together with such other Board Positions as are required in accordance with these Bylaws, who will hold office until the first meeting of the Board held after the next following Annual General Meeting.

### **8.2 Secretary and Treasurer Required**

The Board will appoint a secretary and treasurer and may appoint and remove such other Board Positions of the Society, as it deems necessary and determine the duties, responsibilities and term, if any, of all Board Positions.

### **8.3 Removal of Board Positions**

A person may be removed as a Board Position by a resolution passed at a meeting of the Board by a majority of not less than two-thirds of the Directors present.

### **8.4 Replacement**

Should the Chair or any other Board Position for any reason not be able to complete his or her term, the Board will remove such Board Position from his or her office and will elect a replacement without delay.

### **8.5 Duties of Chair**

The Chair will supervise the other Board Positions in the execution of their duties and will preside at all meetings of the Society and of the Board.

### **8.6 Duties of Secretary**

The Secretary must do the following:

- a.) conduct the correspondence of the Society;
- b.) issue notices of meetings of the Society and Directors;
- c.) keep minutes of all meetings of the Society and Directors;
- d.) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- e.) maintain the register of Members.

### **8.7 Duties of Treasurer**

The Treasurer must:

- a.) keep the financial records, including books of account, necessary to comply with the *Societies Act*, and
- b.) render financial statements to the Director, Members and other when required.

### **8.8 Secretary-Treasurer**

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

### **8.9 Absence of Secretary at Meeting**

In the absence of the Secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.

## **PART 9—EXECUTION OF INSTRUMENTS**

### **9.1 No Seal**

The Society will not have a seal.

### **9.2 Execution of Instruments**

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

- a.) the Chair, together with the Secretary or the Treasurer, or
- b.) any two (2) Directors

provided, however, that if there is more than one authorized signatory for the Society those authorized signatories shall not be related by marriage or common-law relationship, and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality. The Board will have power from

time to time by Board Resolution to appoint any Board Position or Board Positions, or any person or persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

## **PART 10-BORROWING**

### **10.1 Powers of Directors**

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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

### **10.2 Issuance of Debentures**

A debenture must not be issued without the authorization of a specific resolution.

### **10.3 Restrictions on Borrowing Powers**

The Members may, by specific resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next Annual General Meeting.

## **PART 11-AUDITOR**

### **11.1 Application of Part**

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

### **11.2 First auditor**

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

### **11.3 Appointment of Auditor at Annual General Meeting**

At each Annual General Meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.

### **11.4 Removal of Auditor**

An auditor may be removed by ordinary resolution.

### **11.5 Notice of Appointment**

An auditor must be promptly informed in writing of the auditor's appointment or removal.

### **11.6 Restrictions on Appointment**

A Director or employee of the Society must not be its auditor.

## **11.7 Attendance at Annual General Meetings**

The auditor may attend general meetings.

## **PART 12-NOTICES TO MEMBERS**

### **12.1 Method of Giving Notice**

A notice may be given to a Member, either personally or by mail, facsimile, electronic mail or delivery or first class or registered mail to the Member at the Member's Registered Address.

### **12.2 When Notice Deemed to have been Received**

A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. Any notice delivered either personally, by deliver, facsimile, electronic mail or by first class or registered mail will be deemed to have been given on the day it was delivered or sent.

### **12.3 When Notice Required**

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 Part 11 applies.

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

## **PART 13-BYLAWS**

### **13.1 Copy to Member**

On being admitted to membership, each Member is entitled to, and the Society must give the Member without charge upon request, a copy of the Constitution and Bylaws of the Society. Such copy may be provided electronically.

### **13.2 Amendment by Special Resolution**

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

## **PART 14-MISCELLANEOUS**

### **14.1 Inspection of Records**

The documents, including the books of account, of the Society and the minutes of meetings of the Society and the Board will be open to the inspection of the Directors. The minutes of any meeting of the Society will be open to the inspection of Members in good standing upon reasonable notice to the keeper of such documents but the Members will not be entitled or have the right to inspect any other documents of the Society.

### **14.2 Participation in Meetings**

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

### **14.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions**

The rules governing when notice is deemed to have given set out in these Bylaws will apply *mutatis mutandis* to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

### **14.4 Right to become Member of other Society**

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

### **14.5 Not a Reporting Society**

Subject to an order of the Registrar pursuant to the *Societies Act* stating that the Society is a "reporting Society" as defined under the *Societies Act*, the Society is not a "reporting Society".

### **14.6 Branch Societies**

The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society, that the Society confers.

## **PART 15-OTHER PROVISIONS**

**15.1** The activities of the Society will be carried on without purpose of gain for its Members and any income, profits or other accretions to the Society shall be used solely in the promoting and objectives of the Society. This provision was previously unalterable.

- 15.2** The purposes of the Society shall be carried out on a charitable basis and in accordance with the laws of Canada as amended from time to time including any laws that apply to and govern the conduct and affairs of a registered under the *Income Tax Act*(Canada). This provision was previously unalterable.
- 15.3** Upon winding-up or dissolution of the Society, the property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator (if any), and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to such "qualified donees" as defined by the *Income Tax Act*(Canada) as are designated by the Board. Any of such property remaining which had originally been received for specific purposes will, wherever possible, be distributed to "qualified donees" as defined by the *Income Tax Act*(Canada) carrying on work of a similar nature to such specific purposes. This provision was previously unalterable.