

BRITISH COLUMBIA SOCIETY OF RESPIRATORY THERAPISTS

Certificate
of Incorporation No. S-13142

CONSTITUTION

1. The name of the Society is the “British Columbia Society of Respiratory Therapists” (BCSRT).
2. The purposes of the Society are to:
 - a) promote and advance the interests of the respiratory therapists and the profession of respiratory therapy in British Columbia,
 - b) provide programs and services to the respiratory therapists and the profession of respiratory therapists in British Columbia,
 - c) represent the respiratory therapists and the profession of respiratory therapists in British Columbia to the public, governments, news media, educational institutions, other health care professions, and the health care industry,
 - d) develop and promote a voluntary code of ethics for members,
 - e) co-operate with governments, individuals, corporations, associations and others in furtherance of these purposes,
 - f) solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest devised, or otherwise, sell and convert property, both real and personal, into cash, and use 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) purchase, lease, sell or hold such property, equipment and materials as are deemed necessary to accomplish the Society’s purposes, and
 - h) do all such things as may be necessary and conducive to the attainment of these purposes.
3. The operations and affairs of the Society shall be conducted without purpose of financial gain for its members. Any profits or other accretions to the Society shall be exclusively used for advancing its purposes. This provision is unalterable.
4. Should the Society be disbanded or dissolved, its assets remaining after payment of all debts and liabilities shall be paid over and transferred to an organization having objectives similar to those of the Society, or to a charitable organization in the Province or elsewhere in Canada as may be directed by resolution of the members. This provision is alterable.

The complete, consolidated constitution and bylaws of the society as of December 4, 2014, including all amendments passed at the annual general meeting on October 22, 2014 and filed February 2015.

BYLAWS

Part I – Interpretation

1.1 In the constitution and these bylaws:

- a) “Act” means the Society Act,
- b) “AGM” means an annual general meeting,
- c) “Board” or “Board of Directors” means the directors of the Society for the time being, acting as a body,
- d) “CBRC” means Canadian Board for Respiratory Care, e) “director” means a director of the Society,
- f) “general meeting” means an AGM or a special general meeting, g) “member” means a member of the Society,
- h) “registered address” means a member’s address as recorded in the register of members,
- i) “respiratory therapy” has the meaning given to it by the Board,
- j) “Society” means British Columbia Society of Respiratory Therapists,
- k) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means,
- l) “constitution”, “bylaws”, “special resolution”, “register of members” and “ordinary resolution” have the meaning given to them in the Act, and
- m) 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, where alterable, can only be amended or added to 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.

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2.2 and 1) There are five categories of members: Voting, Student, Associate, Honourary, Associate.

2) A Voting Member is a person who:

- a) has successfully completed the national entry to practice examination of the CBRC, and
- b) is ordinarily resident in British Columbia.

3) A Student Member is a person:

- a) *enrolled at or is newly graduated from (within 6 months) a college or university in British Columbia in a program leading to certification by the CBRC, or*
- b) *enrolled at or is newly graduated from (within 6 months) a college or university outside British Columbia in a program recognized by the Board and leading to certification by the CBRC*

4) An Associate Member is a person who supports the purposes of the Society, but who is not eligible to be a member of another category.

5) An Honourary Member:

- a) is an individual who has made an extraordinary contribution to the Society, to respiratory therapy in British Columbia, or both,
- b) is appointed by a resolution of which 75% of the directors then in office are in favour, for life, and
- c) pays no further membership dues or fees.

6) A Corporate Member is a corporation, association, or organization that supports the purposes of the Society.

7) All members have the right to notice of and to attend general meetings.

2.3 An application for membership or 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 telephone number of the applicant,
- c) indicate the category of member the applicant wishes to belong to,
- d) provide such other information as the Board may reasonably require,

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- e) in the case of a Corporate Member, appoint an Authorized Representative, and f) include required 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
 - , b) approval by the Board, and
 - c) payment of annual membership dues.
- 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership, and determine the category of membership of an applicant.
- 3) The members must by ordinary resolution at the AGM determine the amount of annual membership dues for members of all categories except Honourary Members.
- 4) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each class must be determined by resolution of the Board.
- 2.5 1) Membership is not transferable.
- 2) Except in the case of Honourary Members, membership must be renewed annually, by a date set by the Board.
- 3) The Society must send a renewal notice to each member a reasonable time before that member's membership must be renewed.
- 4) A member who is renewing must comply with bylaw 2.3.
- 5) The Society may issue a certificate to a member, evidencing that the person is a member.
- 2.6 Every member and director must comply with:
- a) the Act,
 - b) the constitution and bylaws,
 - c) policies and regulations enacted by the Board, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.7 A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, telephone number, or Authorized Representative.
- 2.8 A member ceases to be a member on:
- a) delivering a written resignation to the Society,

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- b) death or, in the case of a member that is incorporated, on dissolution, c) having been a member not in good standing for 30 days, or
 - d) 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, or
 - b) 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 1) Except in the case of an Honourary Member, a member may be suspended 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 is for a substantive failure to comply with the constitution or bylaws, or for conduct prejudicial to the Society, notice of which in either case 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, 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.
- 2) A suspension under this bylaw ends not later than the adjournment of the next following general meeting, and cannot be renewed.

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 once in every calendar year, and not more than 15 months after the last preceding AGM.

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- 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% or more of the members, 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, day 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 30 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.

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

4.4 1) A notice sent by mail from the Society's 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, e-mail or other electronic means is deemed to have been received 24 hours after being sent.

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) approval of the minutes of the last preceding AGM, and any intervening general meetings,
- 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,
- 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 set out in the notice under bylaw 4.1(1)(a).

5.2 1) Quorum at a general meeting is 30 Voting Members in good standing and Honourary Members present at all times, in person or by proxy.

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- 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 meeting is adjourned for more than fourteen 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 President, or in the absence or inability of the President the President-Elect (if any), or in the absence or inability of both the President and the President-Elect one of the other directors present, must preside as chair of a general meeting.
 - 2) If at a general meeting there is no President, President-Elect (if any) or other director present within 15 minutes after the time appointed for holding the meeting, or the President, President-Elect, and all other directors present are unwilling or unable to act as chair, those members in good standing who are present must choose one of their number to be chair.
- 5.6
- 1) In the case of an equality of votes at a general meeting, the President does not have a casting or second vote in addition to the vote to which the President is entitled to as a member, and the resolution is defeated.
 - 2) A resolution proposed at a general meeting must be seconded, and the President cannot move or propose a resolution.
- 5.7
- 1) A question arising at a general meeting must be decided by a majority of votes, except where otherwise required.
 - 2) Except where otherwise required, or when a majority of members present request a secret ballot, voting is by show of hands.

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3) Each Voting Member in good standing and each Honourary Member has the right to vote at a general meeting. Members of other categories do not have the right to vote at a general meeting, but may speak if permitted to by the chair or by ordinary resolution.

5.8 1) Proxy voting is permitted.

2) A member who has the right to vote may appoint another such member to vote as the member's proxy at a general meeting.

3) A member must not hold more than two proxies.

4) The 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 the British
Columbia Society of Respiratory Therapists on the _ day of _ , 20
_ , and at any adjournment thereof.*

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

5) A proxy must be delivered to the office of the Society not less than 24 hours before the time appointed for a general meeting, or to such other place as may be fixed by the Board in the notice of 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 The Board may exercise all the powers of the Society, and do all the things that the Society may do, subject to:

- a) the constitution and the bylaws,
- and b) all laws affecting the Society.

6.2 1) The directors are:

- a) the President
- b) the President-Elect, elected at every second AGM beginning in 2011,
- c) the Director of Member Relations,
- d) the Director of Finances,
- e) two Directors-at-Large, elected for two year terms, one at each AGM, and
- f) the Director of Student Relations

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2) The President-Elect has a normal term of three years, the first year as President-Elect, the second and third years as President. If the President-Elect is unable or unwilling to become President at the appointed time, then a President must be elected at that AGM to fill the vacancy. If the President ceases to hold office between AGMs, the Board must elect one of the directors to fill the vacancy until the next AGM.

3) The Director of Member Relations and Director of Finances have normal terms of office of two years, and must be staggered so that elections occur in opposite years. 1) The directors are:

4) A director elected under bylaw 6.2 (1)(b) and (f) has a normal term of office of two years, and must be elected in years evenly divisible by two.

5) A separate election must be held for each director elected under bylaws 6.2 (1)(a) and (b). In such an election, each Voting Member in good standing and each Honourary Member has one vote. Student Members may vote in an election under bylaw 6.2 (1) (f).

6) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or there is only one candidate, in which case the candidate must be declared to be elected.

8) A director, and a candidate for election as a director, must: in the case of those directors specified in bylaws 6.2 (1) (a to e), be a Voting Member in good standing or an Honourary Member, in the case of the Student Director, be a Student Member or a Voting Member in good standing that has been practicing less than five years, and not be disqualified from being a director of a company under section 124 of the Business Corporations Act (British Columbia).

9) A director may be re-elected.

6.3 1) A candidate for election as a director must:

- a) be qualified to be a director under bylaw 6.2,
- b) be nominated by two members, by the Board, or by the Nominations Committee, and
- c) consent to the nomination.

2) The Board may appoint a Nominations Committee to nominate, and solicit the nomination of, candidates for election as directors.

6.4 A director ceases to be a director on:

- a) the end of the director's term of office or appointment, unless the director is re-elected or re-appointed,

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- b) resigning in writing,
- c) ceasing to be a member in good standing, d) death,
- e) becoming unable to perform the duties of a director due to physical or mental disability, or
- f) failing to attend three consecutive meetings of the Board.

6.5 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.

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

6.7 1) The Board may appoint a member who is qualified under bylaw 6.2 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.

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

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 for a meeting of the Board is a simple majority of the directors then in office, but must not be less than three.

3) A meeting of the Board may be called by:

- a) the President, 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 facsimile. Except where notice is waived by all directors, notice of a meeting of the Board must be given not less than 48 hours before the meeting.

7.2 When a meeting of the Board is held immediately following the election or appointment

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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, questions arising at meetings of the Board and committees must be decided by a majority of votes.

2) A resolution proposed at a meeting of the Board or a committee 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 or a committee, 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 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 members and chair of each committee.

2) The Board must by resolution determine the names, chair, members, authority and responsibilities of committees.

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 following meeting of the Board.

7.7 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 and Conflicts

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.

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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

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- 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.

Part 9 – Officers

9.1 1) The elected officers are the President, President-Elect (if any), Director of Member Relations, and Director of Finances.

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

- a) the end of the officer's term as such, b) ceasing to be a director, or
- c) resigning in writing.

3) The Board may elect another director to take the place of an elected officer who ceases to be an elected officer other than at an AGM, for a term ending at the next following AGM.

9.2 1) The Board may appoint an Executive Director, and set the responsibilities, authority, remuneration and other terms and conditions of employment of that person.

2) The Executive Director:

- a) is an appointed officer,
- b) may at the discretion of the Board also be titled the chief executive officer or general manager, and
- c) has the right to notice of, to attend, and to speak at, but not to vote at, meetings of the Board.

9.3 The President:

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- a) must supervise the other officers in the execution of their duties,
- b) is the chief executive officer of the Society, unless there is an Executive Director who has been appointed as chief executive officer by the Board,
- c) must chair all meetings of the Board and all general meetings, and
- d) subject to bylaw 9.4 and any resolution of the Board, has the powers and duties generally pertaining to the office of President.

9.4 In the absence or inability of the President, the President-Elect, or in the absence or inability of the President-Elect another person chosen by the Board, may perform the duties of the President.

9.5 The Director of Member Relations 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 except those which must be kept by the Director of Finances
- 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 Director of Member Relations from a meeting, the Board must appoint another person to act as Director of Member Relations.

9.7 The Director of Finances must:

- a) keep the financial records, including books of account, necessary to comply with the Act, and
- b) render financial statements to the Board, members, and others when required.

Part 10 – Borrowing and Investment

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

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foregoing, by the issue of debentures.

- 2) A debenture 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 Board must only invest the funds of the Society as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.

10.3 Subject to the Personal Information Protection Act and other applicable laws, 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.

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.

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