

Kelowna Flying Club
Constitution and Bylaws

Societies Act

Constitution

1. The name of the Society is “Kelowna Flying Club.”
2. The purposes of the Society are:
 - a. To foster and promote the growth of safe general aviation activities and services at and in the vicinity of the Kelowna International Airport (the “Airport”) for the benefit of all persons in the Okanagan Valley of British Columbia.
 - b. To provide a forum for aviation enthusiasts of all ages and types to gather, enjoy each other’s fellowship, and participate in a range of social, learning and other activities around their mutual interest in aviation.
 - c. To liaise and work with local community leaders, businesses and agencies in order to market the Airport, its amenities and services as a safe, convenient and welcoming fly-in recreation destination and business hub; and in order to attract pilots, their families and businesses to travel to and relocate in the Okanagan Valley.
 - d. To acquire, hold, lease or otherwise obtain and maintain any property at the Airport and elsewhere for purposes necessarily incidental to the operation of the Society.
 - e. To construct and maintain facilities at the Airport and elsewhere which are conducive to general aviation, including hangars for the use, maintenance and storage of small private aircraft, their components and spare parts; for vehicle parking; for aviation fuel supply; and for related amenities, facilities and services.
 - f. To enter into agreements with Transport Canada, the Province of British Columbia, the City of Kelowna, the Airport, other governmental authorities and any other persons as may be necessarily incidental to the operation of the Society and the achievement of its purposes.
 - g. To offer and promote flight training services and amenities, including the provision of related bursaries and scholarships.
 - h. To do all other things that are incidental or conducive to the attainment of these purposes.

TABLE OF CONTENTS

BYLAWS

PART 1 – DEFINITIONS..... 5

PART 2 – MEMBERSHIP 6

PART 3 – MEMBERSHIP IN GOOD STANDING 7

PART 4 – GENERAL MEETINGS 7

PART 5 – PROCEEDINGS AT GENERAL MEETINGS..... 8

PART 6 – VOTES OF MEMBERS..... 11

PART 7 – BOARD OF DIRECTORS 11

PART 8 – POWERS AND DUTIES OF DIRECTORS..... 13

PART 9 – PROCEEDINGS OF DIRECTORS..... 13

PART 10 – COMMITTEES 15

PART 11 – OFFICERS 16

PART 12 – INDEMNITY AND PROTECTION 17

PART 13 - PROPERTY AND FUNDS.....17

PART 14 – DOCUMENTS, RECORDS AND FINANCIAL STATEMENTS..... 18

PART 15 – NOTICES 18

PART 16 – AMENDMENT OF CONSTITUTION AND BYLAWS 199

PART 17 - DISSOLUTION..... 19

BYLAWS OF
KELOWNA FLYING CLUB

PART 1 – DEFINITIONS

1.1 In these Bylaws, unless the context otherwise requires:

- a) **“Business Corporations Act”** means S.B.C. 2002, c.57 as amended from time to time, or any successor legislation;
- b) **“Directors”, “Board of Directors” or “Board”** means the Directors of the Society from time to time;
- c) **“Executive Committee”** means the executive committee appointed pursuant to Bylaw 10.1;
- d) **“Facilities Committee”** means the facilities committee appointed pursuant to Bylaw 10.1;
- e) **“Finance Committee”** means the finance committee appointed pursuant to Bylaw 10.1;
- f) **“Flying Program Committee”** means the flying program committee appointed pursuant to Bylaw 10.1
- g) **“Member”** means a member of the Society from time to time, and includes a Club Member and a Facility Member;
- h) **“Nominations Committee”** means the nominations committee appointed pursuant to Bylaw 10.1;
- i) **“Officer”** means any Officer of the Society appointed pursuant to Bylaw 11.1;
- j) **“person”** means an individual, partnership, association or body corporate;
- k) **“President”** means the President of the Society appointed pursuant to Bylaw 11.1;
- l) **“registered address”** of a Member or Director means the address of a Member or Director as recorded in the respective registers of the Society from time to time;
- m) **“Secretary”** means the Secretary of the Society appointed pursuant to Bylaw 11.1;
- n) **“Social Committee”** means the social committee appointed pursuant

to Bylaw 10.1;

- o) **“Societies Act”** means S.B.C. 2015, c.18, as amended from time to time, or any successor legislation;
 - p) **“Society”** means Kelowna Flying Club; and
 - q) **“Treasurer”** means the Treasurer of the Society appointed pursuant to Bylaw 11.1.
- 1.2 Expressions referring to writing shall be construed as including references to printing, lithography, typewriting, photography, electronic mail, and other modes of representing or reproducing words in a visible form.
- 1.3 Words importing the singular include the plural and vice versa, words importing male persons include female persons and words importing persons shall include corporations.
- 1.4 The meaning of any words or phrases defined in the *Societies Act* shall, if not inconsistent with the subject or context, bear the same meaning in these Bylaws.
- 1.5 The rules of construction contained in the *Interpretation Act* R.S.B.C. 1996, c.238, as amended from time to time, or any successor legislation, shall apply, mutatis mutandis, to the interpretation of these Bylaws.

PART 2 – MEMBERSHIP

- 2.1 There shall be two classes of Members: Club Members and Facility Members. No person may simultaneously be both a Club Member and a Facility Member.
- 2.2 Any person may apply to become a Club Member.
- 2.3 An individual who is a Club Member may elect to sponsor himself or herself, together with his or her immediate family members living in the same residence, as a single Club Member consisting of such family. Such Club Member shall be entitled collectively to only one vote at general meetings of the Society.
- 2.4 Any person which enters into one or more agreements with the Society and/or other parties relating to such person’s exclusive or non-exclusive use or occupancy of one or more aircraft hangars and related amenities at the Airport may apply to become a Facility Member.
- 2.5 Every application for membership shall be given in writing to the Society and shall be referred to the Directors for acceptance or rejection at their first meeting after receipt of the application in compliance with any procedure adopted by the Board for the addition of new Members.

- 2.6 Each Member shall pay to the Society such dues and assessments as the Directors in their discretion may from time to time by resolution determine are payable to the Society, in such manner and at such times as the Directors may in their discretion determine.
- 2.7 All Members are in good standing except any Member which has failed to pay any assessments or other debt due and owing to the Society, and such Member is not in good standing so long as the debt remains unpaid.

PART 3 – MEMBERSHIP IN GOOD STANDING

- 3.1 A Member may withdraw from membership by giving notice of intention to withdraw, in writing, to the Society. No such withdrawal is effective if, at the time the notice is received by the Society, the withdrawing Member is not in good standing with the Society. Such notice of intention to withdraw shall become effective 90 days after receipt of the notice by the Society. Following the giving of a notice of intention to withdraw and the withdrawal, the withdrawing Member shall remain liable to the Society for the payment of any present or future dues and assessments to the extent that such dues and expenses relate to the costs and expenses incurred by the Society in carrying out its duties and obligations for the withdrawing Member.
- 3.2 A Member which is not in good standing shall not be entitled to receive notice of or to attend any general meeting or other meeting of the Society, nor shall such Member be entitled to vote on any matter before any general meeting of the Society in any circumstances whatsoever, and such Member shall not otherwise be entitled to participate in any of the affairs of the Society. After being not in good standing for a period of 90 consecutive days, a Member may be expelled from membership in the Society by resolution of the Board.
- 3.3 Any Member may be expelled from membership in the Society by resolution of the Board for cause.
- 3.4 Any Member which has been expelled pursuant to Bylaw 3.3 shall have the right to appeal such expulsion to the next general meeting of the Society, but shall not be permitted to vote at that meeting and the decision of that meeting shall be final.
- 3.5 Each Member shall uphold the Constitution of the Society and comply with these Bylaws.
- 3.6 No Member may transfer its membership of the Society or any rights arising from such membership.

PART 4 – GENERAL MEETINGS

- 4.1 Subject to any extensions of time permitted under the *Societies Act*, an annual general meeting of the Society shall be held once in every calendar year at such time and place that the Board in its discretion may decide.

- 4.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 4.3 The Directors may, whenever they think fit, convene an extraordinary general meeting. A general meeting, if requisitioned in accordance with the *Societies Act*, shall be convened by the Directors or, if not convened by the Directors, may be convened by the requisitionists as provided in the *Societies Act*.
- 4.4 Not less than 14 days' notice of a general meeting shall be given in writing to each Member. A notice convening a general meeting, specifying the place, date and hour of the meeting and, in the case of special business, the general nature of that business, shall be given as provided in the *Societies Act* and in the manner provided in these Bylaws to such persons as are entitled by law or pursuant to these Bylaws to receive such notice from the Society. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any particular Member shall not invalidate the proceedings at that meeting.
- 4.5 Except as otherwise provided by the *Societies Act*, where any special business at a general meeting includes considering, approving, ratifying, adopting or authorizing any document or the execution of any such document or the giving of effect to any such document, the notice convening the meeting shall, with respect to such document, be sufficient if it states that a copy of the document or proposed document is or will be available for inspection by Members at the registered office of the Society during usual business hours; or if such document or proposed document is readily accessible electronically by email or internet access, up to the date of such general meeting.

PART 5 – PROCEEDINGS AT GENERAL MEETINGS

- 5.1 All business shall be deemed special business which is transacted at:
- a) an annual meeting, with the exception of the conduct of and voting at such meeting, consideration of the financial statements and the respective reports of the Directors and the auditor, the appointment of the auditor, and such other business as by these Bylaws or the *Societies Act* may be transacted at a general meeting without prior notice thereof being given to the Members or any business which is brought under consideration by the report of the Directors; and
 - b) any other general meeting, with the exception of the conduct of and voting at such meeting.
- 5.2 No business, other than the adjournment or termination of the meeting, shall be conducted at any general meeting unless the required quorum of Members is present at the meeting, but a quorum need not be present throughout the meeting.

- 5.3 Except as provided by the *Societies Act* and these Bylaws, a quorum shall be 10 persons who are voting Members; or 20% of the voting Members, whichever is greater.
- 5.4 If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of Members in pursuance of the *Societies Act*, shall be terminated. In any other case the meeting shall 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 half an hour from the time appointed for the meeting the person or persons present and being, or representing by proxy, Members entitled to attend and vote at the meeting shall be deemed to be a quorum.
- 5.5 The President or in his or her absence, another member of the Executive Committee, or if there is no-one present who is a member of the Executive Committee, any Director of the Society, shall be entitled to preside as chair at every general meeting of the Society.
- 5.6 The chair of a general meeting may, with the consent of the meeting if a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the business took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
- 5.7 Any Member may appoint any person as such Member's proxy, in accordance with the provisions of the *Societies Act* and these Bylaws, to attend on behalf of such Member at a general meeting and any adjournment of that meeting and to speak, act, vote and in all other respects exercise all the rights of the Member on behalf of that Member to the same extent as if that Member was present at that meeting. A proxy shall be in writing, shall be deposited at the address of the Society with the chair of the general meeting, at or prior to the meeting at which the person named in the proxy proposes to vote, and shall be in a form acceptable to the chair of the general meeting. Any person may act as a proxyholder whether or not that person is entitled on his or her own behalf to be present and to vote at the meeting at which that person intends to act as proxyholder.
- 5.8 A form of proxy and the power of attorney or other authority, if any, under which it is signed shall be deposited at the registered office of the Society or at such other place as is specified for that purpose in the notice calling the meeting, or shall be deposited with the chair of the meeting. 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 providing for particulars of such proxies to be sent to the Society or any agent of the Society in writing or by letter, electronic mail, or any method of transmitting legibly recorded messages so as to arrive before the commencement of the meeting or adjourned meeting at the registered office of the Society and also 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 shall be valid and shall be counted.

- 5.9 A form of proxy shall be in writing signed by an authorized signatory of the Member or of its attorney duly authorized in writing.
- 5.10 Unless the *Societies Act* or any other statute or law which is applicable to the Society requires any other form of proxy, a proxy, whether for a specified meeting or otherwise, shall be in the following form or in such other form as the Directors or the chair of the meeting shall approve:

KELOWNA FLYING CLUB

PROXY

The undersigned, being a Member, hereby appoints the following individual as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the General Meeting of the Society to be held on the ____ day of _____, and at any adjournment thereof:

(Name of Proxyholder)

(Address)

Signed the ____ day of _____.

Member

- 5.11 Every proxy may be revoked by an instrument in writing:
 - a) executed by the Member giving such proxy or by its attorney authorized in writing; and
 - b) delivered either at the registered office of the Society at any time up to and including the last business day preceding the day of the meeting or adjourned meeting for which the proxy is given, or to the chair of the meeting on or before the day of the meeting or any adjournment thereof before any vote in respect of which the proxy is given shall have been taken, or in any other manner provided by law.

PART 6 – VOTES OF MEMBERS

- 6.1 At every general meeting every Member, if in good standing under these Bylaws, shall be entitled to one vote which may be cast by the proxyholder of such Member who is present in person at that meeting.
- 6.2 Subject to the provisions of the *Societies Act*, every motion or question submitted to a general meeting shall be decided on a show of hands. The chair shall declare to the meeting the decision on every motion or question in accordance with the result of the show of hands, and such decision shall be entered in the record of proceedings of the Society. Declaration by the chair that a motion or question has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the record of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that motion or question.
- 6.3 Unless the *Societies Act*, the Constitution of the Society or these Bylaws otherwise provide, any action to be taken by a resolution of the Members may be taken by an ordinary resolution.

PART 7 – BOARD OF DIRECTORS

- 7.1 The Directors shall be elected by the Members entitled to vote on the election of Directors or appointed in accordance with this Part 7. Subject to these Bylaws, the number of Directors shall be 9. Notwithstanding the foregoing sentence, the fact that there are at any time fewer than 9 Directors shall not derogate from the authority, powers and duties of the Directors to manage the affairs and business of the Society as described in Bylaw 8.1.
- 7.2 The Club Members shall be entitled to elect 4 of the Directors; and the Facility Members shall be entitled to appoint 5 of the Directors.
- 7.3 A designation, election or appointment of an individual as a Director of the Society is invalid unless:
- a) the individual consents in writing to be a Director of the Society; or
 - b) the designation, election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a Director.
- 7.4 A person must not be a Director of the Society if the person is not qualified under either the *Societies Act* or these Bylaws to be a director. A Director of the Society who is not, or who ceases to be, qualified under either the *Societies Act* or these Bylaws to be a Director must promptly resign.
- 7.5 It is the intention and goal of the Society that, as far as reasonably possible, its Directors shall include such persons as may possess unusual skills or expertise in areas including,

without limitation, general aviation, management, financial, corporate governance, accounting or legal matters, such that the Board reflects an appropriate balance and possesses collective skills which enhance the overall effectiveness of the Board as a whole.

- 7.6 A person may be nominated for election to the Board only if that person:
- a) is someone who is felt to be capable of facilitating the Society's achievement of its goals, by virtue for example of his or her skills or expertise in the areas described in Bylaw 7.5; and
 - b) is willing to devote the time necessary to fully discharge his or her responsibilities to the Society.
- 7.7 A retiring Director shall be eligible for reappointment.
- 7.8 If any vacancy occurs in the Board the Directors may, on the recommendation of the Nominations Committee, fill the vacancy. The term of such replacement Director shall expire at the next annual general meeting of the Society. Any such appointment must comply with these Bylaws, including without limitation Bylaw 7.2. In particular, the person filling the vacancy shall be a nominee of the class of Members which nominated the applicable former Director.
- 7.9 The office of a Director shall be vacated:
- a) upon his or her removal by special resolution before the expiration of his or her term of office;
 - b) if the Director resigns his or her office by notice in writing delivered to the registered office of the Society;
 - c) upon his or her removal by unanimous resolution of all of the other Directors; or
 - d) upon the death of a Director.
- 7.10 Any Director may by notice in writing addressed to the Society appoint an alternate to represent him or her as a Director, but only at and for the limited purpose of attendance at and participation in a particular meeting of the Board.
- 7.11 The Board may in its discretion, at any general meeting of the Society, determine that the terms for which Directors shall be elected shall be staggered, on the basis that some of such Directors shall be elected for a 1 year term; some shall be elected for a 2 year term; and the other such Directors shall be elected for a 3 year term. At all subsequent annual general meetings, the staggering of terms shall continue as far as reasonably practicable.
- 7.12 The Directors as such shall serve without remuneration.

- 7.13 The Directors shall be repaid such reasonable traveling, accommodation and other expenses as they incur in the course of conducting the business of the Society.

PART 8 – POWERS AND DUTIES OF DIRECTORS

- 8.1 The Directors shall manage, or supervise the management of, the affairs and business of the Society and shall have authority to exercise all such powers of the Society as are not, by the *Societies Act*, the Constitution of the Society or these Bylaws, required to be exercised by the Society in general meeting.
- 8.2 Subject to the *Societies Act*, the Board may from time to time cause the Society to borrow money in such a manner and amount, on such security, from such sources and upon such terms and conditions as it thinks fit.

PART 9 – PROCEEDINGS OF DIRECTORS

- 9.1 The President or, in his or her absence, another Director who is a member of the Executive Committee, or if there is no Director present who is a member of the Executive Committee, any Director of the Society, shall preside as the chair at every meeting of the Directors.
- 9.2 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Without limiting the generality of the foregoing, the Directors may from time to time by resolution adopt a code of conduct for Directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chair shall not have a second or casting vote.
- 9.3 A Director may participate in a meeting of the Board or of any committee of Directors by means of telephone or other communications facility by means of which all Directors participating in the meeting can hear each other and provided that a majority of all of the Directors agree to such participation. A meeting so held in accordance with this Bylaw shall be deemed to be an actual meeting of the Board and any resolution passed at such a meeting shall be valid and effectual as if it had been passed at a meeting where the Directors are physically present. A Director participating in a meeting in accordance with this Bylaw shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote at the meeting.
- 9.4 Any Director may at any time, and the Secretary upon request of any 2 Directors shall, call a meeting of the Board.
- 9.5 Notice of a meeting of the Board shall be given to each Director at least three days before the time fixed for the meeting and may be given orally, personally or by telephone, or in writing, personally or by delivery through the post or by letter, electronic mail or any other method of transmitting legibly recorded messages in common use. When written notice of a

meeting is given to a Director, it shall be addressed to him or her at his or her registered address. Where the Board has established a fixed time and place for the holding of its meetings, no notices of meetings to be held at such fixed time and place need be given to any Director. A Director entitled to notice of a meeting may waive or reduce the period of notice convening the meeting and may give such waiver before, during or after the meeting.

- 9.6 For the first meeting of the Board to be held immediately following the election of a Director at an annual general meeting of the Society, no notice of such meeting shall be necessary to such newly appointed or elected Director in order for the meeting to be properly constituted.
- 9.7 Any Director who may be absent temporarily from the Province may file at the registered office of the Society a waiver of notice, which may be by letter, electronic mail or any other method of transmitting legibly recorded messages, of meetings of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn, no notice of meetings of Directors shall be sent to that Director, and any and all meetings of Directors, notice of which has not been given to that Director shall, provided a quorum of the Directors is present, be valid and effective.
- 9.8 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and if not so fixed shall be a majority of all of the Directors.
- 9.9 The continuing Directors may act notwithstanding any vacancy in their body but, notwithstanding Bylaw 9.8, if and so long as their number is reduced below the number fixed pursuant to these Bylaws as the necessary quorum of Directors, the continuing Directors may act for the purpose of summoning a general meeting of the Society, but for no other purpose.
- 9.10 Subject to the provisions of the *Societies Act*, all acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such Directors or of the members of such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.
- 9.11 A resolution consented to in writing, whether by document, electronic mail or any method of transmitting legibly recorded messages or other means, by a majority of all of the Directors for the time being in office without their meeting together shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and held, shall be deemed to relate back to any date stated therein to be the effective date thereof and shall be filed in the minute book of the Society accordingly. Any such resolution may consist of one or several documents each duly signed by one or more Directors which together shall be deemed to constitute one resolution in writing.

PART 10 – COMMITTEES

- 10.1 The Directors shall by resolution appoint:
- a) an Executive Committee, whose members shall include the President, the Secretary, the Treasurer and such other persons as the Directors may determine;
 - b) a Finance Committee, whose members shall include the President, the Treasurer and such other persons as the Directors may determine;
 - c) a Nominations Committee, whose members shall include the President, the Secretary and such other persons as the Directors may determine;
 - d) a Flying Program Committee, whose member shall include such persons as the Directors may determine; and
 - e) a Facilities Committee, whose members shall include the President, the Treasurer and such other persons as the Directors may determine; and
 - f) a Social Committee, whose member shall include such persons as the Directors may determine.
- 10.2 The Directors may by resolution appoint such other committees as the Directors determine, from time to time, will benefit the interests of the Members.
- 10.3 Any committee appointed by the Directors pursuant to Bylaws 10.1 and 10.2 shall have, and may exercise during the intervals between the meetings of the Board, such powers as may be specified in the resolution of the Directors appointing the committee, but such powers shall exclude the power to change the membership of or fill vacancies in any committee and the power to appoint or remove Officers appointed by the Board.
- 10.4 Any committee appointed by the Board shall consist of such Directors and/or other persons as the Board may from time to time determine, and the Board shall designate one of the members of each committee to be the chair of such committee. Each committee shall keep regular minutes of its transactions and shall cause such minutes to be recorded in books kept for that purpose, and shall report to the Board at such times as the Board may from time to time require. The Board shall have the power at any time to revoke or override the authority given to or acts done by any committee except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of any committee and to fill vacancies in it.
- 10.5 Committees appointed under this Part may make rules for the conduct of their business and may appoint such assistants as they may deem necessary. A majority of the members of a committee shall constitute a quorum thereof.

- 10.6 Committees appointed under this Part may meet and adjourn as they think proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and in case of an equality of votes the chair shall not have a second or casting vote.
- 10.7 A resolution consented to in writing, whether by document, electronic mail or any method of transmitting legibly recorded messages or other means, by a majority of the members of a committee for the time being in office without their meeting together shall be as valid and effectual as if it had been passed at a meeting of the committee duly called and held, shall be deemed to relate back to any date stated therein to be the effective date thereof and shall be filed in the minute book of the Society accordingly. Any such resolution may consist of one or several documents each duly signed by one or more committee members which together shall be deemed to constitute one resolution in writing.

PART 11 – OFFICERS

- 11.1 The Directors shall from time to time appoint a President, a Secretary, a Treasurer and such other Officers, if any, as the Directors shall determine and the Directors may at any time terminate any such appointment. No Officer shall be appointed unless he or she is qualified in accordance with the provisions of the *Societies Act* and these Bylaws.
- 11.2 No person may hold more than one of the offices described in Bylaw 11.1. The President must be a Director.
- 11.3 The Directors may decide what functions and duties each Officer shall perform and may entrust to and confer upon each of them any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit and may from time to time revoke, withdraw, alter or vary all or any of such functions, duties and powers.
- 11.4 Subject to the powers of the Directors under Bylaw 11.3, the Secretary shall:
- a) conduct or cause to be conducted the correspondence of the Society;
 - b) issue or cause to be issued notices of meetings of the Members and the Directors;
 - c) keep or cause to be kept minutes of all meetings of the Society and the Directors;
 - d) have custody of all records and documents of the Society; and
 - e) maintain or cause to be maintained the register of Members.
- 11.5 Subject to the powers of the Directors under Bylaw 11.3, the Treasurer shall keep or cause to be kept the financial records, including books of account, necessary to comply with the *Societies Act*.

- 11.6 Subject to the powers of the Directors under Bylaw 11.3, the President shall:
- a) be the chief executive officer of the Society and a member of all committees appointed by the Board;
 - b) manage the Society and be responsible for its general operation and the administration of its affairs; and
 - c) ensure that the Society complies with the *Societies Act* and any other statute having application to the Society.

PART 12 – INDEMNITY AND PROTECTION

- 12.1 Subject to the provisions of the *Societies Act*, the Directors may, with the approval of the Court, cause the Society to indemnify a Director or former Director of the Society and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, including an amount paid to settle an action or satisfy a judgment 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 former Director of the Society, including any action or proceeding brought by the Society. On being elected or appointed, each Director of the Society shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
- 12.2 Subject to the provisions of the *Societies Act*, the Directors may cause the Society to indemnify any Officer, employee or agent of the Society (or former Officer, employee or agent of the Society) and his or her heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or her and resulting from his or her acting as an Officer, employee or agent of the Society. Each such Officer on being appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
- 12.3 For the purposes of Bylaw 12.1, a civil, criminal or administrative action or proceeding shall include a civil, criminal, administrative or other investigation or enquiry the subject of which concerns the acts or conduct of a Director or former Director of the Society while a Director of the Society.
- 12.4 The failure of a Director or Officer of the Society to comply with the provisions of the *Societies Act*, the Constitution of the Society or these Bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 12.5 The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, Officer, employee or agent of the Society and his or her heirs or personal representatives against any liability incurred by him or her as such Director, Officer, employee or agent.

PART 13 - PROPERTY AND FUNDS

- 13.1 The property and funds of the Society shall be used and dealt with for the purpose of carrying out the purposes of the Society.
- 13.2 The Board may authorize such person or persons as it seems fit to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- 13.3 The Society shall not issue a mortgage (as defined in the *Business Corporations Act*) without the sanction of a special resolution.

PART 14 – DOCUMENTS, RECORDS AND FINANCIAL STATEMENTS

- 14.1 The Society shall keep at its records office or at such other place as the *Societies Act* may permit the documents, copies, registers, minutes, and records which the Society is required by the *Societies Act* to keep at its records office or such other place, as the case may be.
- 14.2 The Society shall cause to be kept proper books of account and accounting records in respect of all financial and other transactions of the Society in order properly to record the financial affairs and condition of the Society and to comply with the *Societies Act*.
- 14.3 The Directors shall from time to time at the expense of the Society cause to be prepared and laid before the Society in general meeting such financial statements and reports as are required by the *Societies Act*.

PART 15 – NOTICES

- 15.1 A notice, statement or report may be given or delivered by the Society to any Member, either by delivery to a director or officer of the Member personally, by sending it by mail to the Member to its address as recorded in the register of Members, or by electronic mail. Where a notice, statement or report is sent by mail, service or delivery of the notice, statement or report shall be deemed to be effected by properly addressing and mailing the notice, statement or report and to have been given on the day, Saturdays, Sundays and holidays excepted, following the date of mailing. Any notice to any Member delivered by fax or electronic mail shall be deemed in giving and receive at 9:00 a.m. on the next business day following the transmission. A certificate signed by any Officer of the Society that the letter, envelope or wrapper containing the notice, statement or report was so addressed and mailed or sent by electronic mail shall be conclusive evidence thereof.
- 15.2 Notice of every general meeting shall be given in a manner hereinbefore authorized to every Member entitled to such notice.

PART 16 – AMENDMENT OF CONSTITUTION AND BYLAWS

16.1 The Society may amend its Constitution and these Bylaws by special resolution.

PART 17 – DISSOLUTION

17.1 Upon the winding up or dissolution of the Society, after the payment of all costs, charges and expenses properly incurred in the winding up or dissolution, including the remuneration of a liquidator; and after payment of any contractual, statutory or other debts and obligations of the Society, the remaining funds and property of the Society shall be distributed to one or more qualified donees which are carrying on work of a similar nature to the Society, such qualified donee or donees to be determined by resolution of the Directors of the Society. No part of the income or assets of the Society shall be available for the benefit of any Member on the winding-up or liquidation of the Society.