

BYLAWS
of
THE JAGUAR CAR CLUB OF VICTORIA

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BYLAWS OF THE JAGUAR CAR CLUB OF VICTORIA

PART I – INTERPRETATION

1.1 Definitions

- (1) In these Bylaws, unless the context otherwise requires:
 - (a) “Act” means the *Societies Act*, S.B.C. 2015, c. 18 as amended from time to time and includes any Act repealing or replacing such Act;
 - (b) “Activities” means any activity which will promote the interest and enjoyment in and the knowledge of the club members in the marque.
 - (c) “Annual Dues” mean the fees paid annually, special assessments and any other amounts payable by members of the club in accordance with these Bylaws, and as may be determined, from time to time, by the membership;
 - (d) “Annual General Meeting” means the Annual General Meeting of the Society;
 - (e) “Authorized Representative” means a person identified as such under Society letterhead;
 - (f) “Board” means the Board of Directors of The Jaguar Car Club of Victoria;
 - (g) “Bylaws” mean those of The Jaguar Car Club of Victoria;
 - (h) “Committee” means a person or persons appointed from time to time by the Directors to carry out specified duties;
 - (i) “Director” means a member of the Board of Directors of The Jaguar Car Club of Victoria and in all cases will be a member in good standing;
 - (j) “Financial Review” means the comprehensive review of the finances of the Society by someone external to the Society and qualified to do so;
 - (k) “JOTI” means “Jaguars on the Island” which is the annual Jaguar exhibition hosted by The Jaguar Car Club of Victoria;

- (l) “JCNA” means Jaguar Clubs of North America, the Association of which The Jaguar Car Club of Victoria is a member club;
 - (m) “Life Member” means a voting member of the Society who no longer is required to pay annual dues in order to be deemed a member in good standing;
 - (n) “Member” means a member of the Society whether general, life, associate or honorary member;
 - (o) “Officer” means either the president, vice-president, secretary, membership secretary, treasurer or, in the case of a merger of the last two offices, the secretary-treasurer;
 - (p) “Ordinary Resolution” refers to a resolution passed at a meeting by a simple majority of the votes cast in person;
 - (q) “Registered Address” refers only to the postal address of the member as last recorded in the Register of Members;
 - (r) “Special Resolution” means a resolution passed by a majority of not less than sixty-six percent (66%) of the votes cast by the members and for which at least fourteen (14) days’ notice has been duly given.
- (2) Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.
 - (3) Words importing the singular include the plural and vice versa and words importing a male person include a female person and a corporation.

PART II – MEMBERSHIP AND PARTICIPATION

2.1 Membership

- 2.1.1 Any person may apply to the Directors for membership.
- 2.1.2 The application for membership shall be accompanied by payment of such dues in effect as set by the membership from time to time.
- 2.1.3 Membership takes effect seven (7) days following the Directors’ acceptance of the applicant as a member.
- 2.1.4 The Jaguar Car Club of Victoria shall be affiliated with the organization, Jaguar Clubs of North America, abbreviated JCNA. All members shall also be members of JCNA. This provision is alterable. *(Moved here from the Constitution as part of Transitioning)*

2.2 Classes of Membership

2.2.1 There shall be four (4) classes of membership in the Society, namely General, Life, Associate and Honourary.

General memberships

- i) A General membership is one with a completed registration form and, upon acceptance by the Directors, full payment of an annual membership fee, if any, set by the membership from time to time.
- ii) One membership is defined as the payment of one membership fee for a period of one membership year.
- iii) A membership may have more than one registered member, provided that such additional members are a spouse or partner and children up to 18 years of age living in the same household.
- iv) While more than one General member may be registered under one membership, collectively they shall have only a single vote at meetings of the Society, including the Annual General Meeting, providing the membership is in good standing.
- v) Where a membership comprises more than one member, those members shall decide amongst themselves which one of them will exercise their collective vote at any time.
- vi) A General member shall cease to be a member of the Society:
 - a) By delivering his/her cancellation in writing to the President of the Society or by mailing or delivering it to the address of the Society; or
 - b) On his/her death; or,
 - c) On revocation of membership for cause from the Society.

Life memberships

- i) Life membership is granted at the discretion of the Board in recognition of long and signal service to the Society.
- ii) Not more than three Life memberships may exist simultaneously.
- iii) Life Members are entitled to participate in all activities of the Society and to attend the regular meetings and the Annual General Meeting and will be entitled to a vote in the Society.
- iv) Life Members are so designated for life unless they bring disgrace to the Society in which case the Directors will remove their name from the list of Life Members.

Associate memberships

- i) Associate memberships may be granted to members of Jaguar Clubs of North America, who are not in a position to be general members.
- ii) Associate members shall have no vote in the affairs of the Society.
- iii) An Associate member shall cease to be a member of the Society:
 - a) By delivering their cancellation in writing to the president of the Society or by mailing or delivering it to the address of the Society; or
 - b) On his/her death; or

- c) On revocation of membership for cause from the Society.

Honourary memberships

- i) Honourary membership is granted at the discretion of the Board for purposes of promotion of the Society.
- ii) Honourary memberships are valid for one membership year, but may be renewed annually by the Board.
- iii) The Board will review Honourary membership at its first meeting of each calendar year.
- iv) Honourary members shall pay no dues and have no vote in the affairs of the Society.
- v) An Honourary member shall cease to be a member of the Society:
 - a) By delivering their cancellation in writing to the president of the Society or by mailing or delivering it to the address of the Society; or
 - b) On his/her death; or
 - c) On revocation of membership for cause from the Society; or
 - d) At the end of the membership year unless renewed by the Board.

2.2.2 The Society shall be carried on without purpose of gain for its members, and any profits or other accretions for its members, and any profits or other accretions to the Society shall be used in promoting the purposes of the Society.

2.2.3 No part of any income of the Society shall be payable or otherwise available for the personal benefit of any members thereof.

2.2.4 On the date these Bylaws come into force, each person or organization that is a member of the Society in good standing will continue as a member until the conclusion of the current term of membership, unless sooner ceasing; and each person or organization that is a member of the Society not in good standing will be deemed to have resigned from membership effective that date.

2.3 Annual Dues

2.3.1 The membership year shall be January 1 to December 31.

2.3.2 Membership annual dues shall be determined from time to time by financial resolution of the members at Annual General Meetings.

2.3.3 The right to vote will expire sixty (60) days after the end of the membership year if annual dues remain unpaid and the member will be declared “not in good standing.”

2.3.4 Membership will be deemed “inactive” if annual dues remain unpaid at June 30.

2.3.5 Membership will be suspended if annual dues remain unpaid at December 31.

2.3.6 Full membership rights will be immediately reinstated upon payment of arrears within the membership year or upon re-registration and payment of annual dues in a new membership year.

2.4 Registered Address

Each member shall keep the secretary advised in writing with a current postal and e-mail address (if any) and of any change. No member shall have recourse upon failing to do so.

2.5 Discipline and Expulsion of a Member

2.5.1 A complaint regarding the conduct of a member shall be made in writing to the Board.

2.5.2 Where the Board deems a complaint may have merit, it will call on the member, the subject of the complaint, to reply in writing. Should the reply be found by the Board to be unsatisfactory, the Board may propose to discipline or expel the member.

2.5.3 Before a member is disciplined or expelled under subsection 2.5.4, the Board must

- (i) send to the member written notice of the proposed discipline or expulsion, including reasons, and
- (ii) give the member a reasonable opportunity to make representations to the Board respecting the proposed discipline or expulsion.

2.5.4 A membership may be revoked for cause by a resolution passed with a minimum of sixty-six percent (66%) vote of the Board. The member, the subject of the resolution, shall be absent during the deliberations and the vote upon it.

2.5.5 A member whose membership is revoked by the Board has the right to appeal by requesting a Special Resolution be presented to the general membership, in which case all By-laws governing a Special Resolution apply.

PART III – MEETINGS OF MEMBERS

3.1 General Meetings

3.1.1 Meetings of the Board and general meetings of the membership other than the Annual General Meeting of the Society may be convened at the call of the president but three (3) directors may also convene either.

3.1.2 If ten percent (10%) of voting members request a general meeting, such meeting must be called by the president.

3.2 Notice of Meeting

3.2.1 Notice of a general meeting of the club including the Annual General Meeting shall be mailed or e-mailed to a member's last known address and shall be deemed to have been given on the fourth business day following the day such notice is given and

- (i) provide not less than fourteen (14) days' notice;
- (ii) specify the place, the day and the hour of meeting; and,
- (iii) must include the text of any Special Resolution that is to be presented at that meeting.

3.2.2 An accidental omission to give notice of a meeting of the club to, or the non-receipt of a notice by, a member entitled to receive notice does not invalidate proceedings at that meeting, unless the proceedings pertain to that member. In that case, the proceedings will be invalidated only so far as that member's interest, position or status is concerned.

3.3 Proceedings at Annual General Meetings

3.3.1 The Annual General Meeting of the members of the Society shall be held early in the fiscal year and at such place and at such time as may be determined by the Board.

3.3.2 The financial statements of the Society shall be presented at the Annual General Meeting.

3.3.3 If a minimum of two (2) voting members request an addition to the agenda of an Annual General Meeting, such addition must be included on the agenda unless a similar issue has been addressed in an Annual General Meeting within the previous two years.

3.4 Rules of Order

Robert's Rules of Order apply to the conduct of all club meetings.

3.5 Motions at a General Meeting

3.5.1 No member may introduce a motion from the floor at an Annual General Meeting but nominations for the position of director may be taken from the floor.

3.5.2 A motion at any meeting, save one to adjourn, must be seconded.

3.6 Quorum for a General Meeting

At any general meeting of the Society, a quorum is

- (i) not fewer than fifteen (15) voting members; but
- (ii) where any Special Resolution is a subject of the meeting, not less than twenty percent (20%) of the club's voting members.

3.7 Absence of a Quorum

- 3.7.1 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to a later date for which fourteen 14 days' notice of a reconvened meeting shall be given. If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the members present shall be deemed to constitute a quorum.
- 3.7.2 In the absence of a quorum, no business may be transacted other than setting of the date for the meeting to be reconvened and electing a person to chair the meeting if the president or other officer should be present and not willing to act as chair.
- 3.7.3 Once a quorum is present at the commencement of a meeting, a quorum will be deemed to be present throughout the meeting, unless the president rules otherwise.
- 3.7.4 However, if at any time during a general meeting the president or other officer acting as chair rules that a quorum is not present, business then in progress may be suspended by the chair until a quorum is present or the meeting is adjourned or terminated.

3.8 Adjournments

- 3.8.1 At an adjourned meeting, no business shall be transacted upon its resumption other than that left unfinished if it be adjourned for less than fifteen (15) days.
- 3.8.2 When a meeting is adjourned for more than fifteen (15) days, notice of the adjourned meeting shall be delivered as in the case of the original meeting and the notice shall specify the nature of unfinished business and of any other business to be transacted.

3.9 Chairing General Meetings

- 3.9.1 The president or the vice-president or, in the absence of both, one of the other directors present shall preside as chair of general meetings.
- 3.9.2 If at a general meeting

- (i) the president, vice-president, or any other director is not present within fifteen (15) minutes after the time appointed; or
- (ii) the president , vice-president and the directors present are unwilling to chair the meeting;
- (iii) then the members may appoint one of their number.

3.10 Voting

3.10.1 One membership in good standing is entitled to one vote.

3.10.2 Voting may be by a show of hands unless the chair otherwise decides or a motion for a ballot vote is passed by a majority.

3.10.3 The chair is at liberty to vote in the event of a tie.

3.11 Action by Resolution

3.11.1 Subject to the chair's discretion any motion may be advanced at an ordinary general meeting except for one constituting a Special Resolution.

3.11.2 Actions requiring a Special Resolution are the

- (i) amendment of Constitution or Bylaws;
- (ii) removal of any director pursuant to subsection 4.7.4;
- (iii) revocation of membership pursuant to subsection 2.5.5;
- (iv) approval of a transaction between the Society and a director in which the director may obtain a financial benefit; and
- (v) dissolution of the Society pursuant to Section XI.

PART IV – BOARD OF DIRECTORS

The Board of Directors shall carry out the business and objects of the Society, acting at all times in accordance with the Act and the regulations thereunder and the Bylaws of the Society.

4.1 Authorization to Bind the Society

No director or any other member may act on behalf of, or in the name of, the club to undertake any obligation or enter into any contract on behalf of the club unless the director or member has been authorized by resolution of the Board.

4.2 Number of Directors

- 4.2.1 The Board shall comprise no fewer than eight (8) directors of whom no less than three (3) shall be elected, including directors-at-large, if any.
- 4.2.2 In addition to the directors pursuant to subsection 4.2.1, there shall be up to three (3) *ex officio* directors who, while serving as a director, shall be invested with all the rights thereof and these shall be
- (i) The immediate past president, whose term of office will conclude after the Annual General Meeting at which a new president has been elected;
 - (ii) The editor of the Society's newsletter, whose term of office will conclude at that person's pleasure or that of the Board; and,
 - (iii) The chair of Jaguars on the Island (JOTI), if that person is not a director under subsection 4.2.1, whose term of office will conclude at that person's pleasure or that of the Board.
- 4.2.3 Between Annual General Meetings, the Directors may appoint a member who is in good standing to fill a vacancy in the Board.
- 4.2.4 An appointed director has the rights, privileges and obligations of an elected director.
- 4.2.5 Notwithstanding 4.2.3, if the number of elected directors pursuant to subsection 4.2.1 falls below three (3), the Board shall convene a general meeting to fill any vacancy.
- 4.2.5 No act or proceeding of the Board is invalid by reason only of there being less than the required number of directors in office.

4.3 Qualifications of an Officer or Director

- 4.3.1 Pursuant to the Act, a person may not be nominated, elected or appointed to serve (or continue to serve) as a director if he or she:
- (i) is less than eighteen (18) years of age;
 - (ii) has been found by any court in Canada or elsewhere to be incapable of managing his or her own affairs;
 - (iii) is an undischarged bankrupt; or
 - (iv) has been convicted of a prescribed offence within the prescribed period for which no pardon has been granted, all in accordance with the Act.
- 4.3.2 An officer or director must be a member whose membership is in good standing prior to accepting a position on the Board.

4.4 Nomination of Officers and Directors

4.4.1 Nominating Committee

- (i) The Nominating Committee shall be appointed by the Board from among the directors and shall be chaired by the past president.
- (ii) The committee shall seek out and recruit nominees for election to the Board of Directors, ensuring that all eligibility requirements are met.
- (iv) The committee shall endorse a slate of candidates for election and recommend it to the Annual General Meeting.

4.4.2 Any member may nominate another providing that notice in writing of the nomination and of the written consent of the nominee is delivered to the secretary of the Society not less than twenty-one (21) days before the Annual General Meeting at which the election of officers and directors is to be held.

4.4.2 The names of all nominees whether originating from the Nominating Committee or individual members of the Society shall be included in the notice of the Annual General Meeting.

4.4.3 Nominations will be accepted from the floor, subject to subsection 4.5.2.

4.5 Election of Officers and of Directors

4.5.1 Directors shall be elected at the Annual General Meeting in accordance with the Bylaws of the Society and in compliance with the Act.

4.5.2 A nominee must give written consent to be a director or be present at the meeting when he/she is elected and not refuse at the meeting to be a director.

4.5.3 At the discretion of the officer presiding, voting for officers and other directors shall be conducted by a show of hands or by ballot unless the number of candidates is equal to, or less than, the number of vacancies, in which case the Directors shall be deemed elected by acclamation.

4.5.4 At Annual General Meetings, the election of directors to serve as officers shall precede that of the other directors, and any candidate defeated when standing for election as officer shall be included in the list of those standing for office as director.

4.5.5 At any time following the election of officers, the Board as a whole with the unanimous consent of its officers shall be at liberty to reallocate offices among those officers and if any officer should be unable or unwilling to continue in office to appoint one of the directors to replace him or her.

4.5.6 Each person who is a director on the date these Bylaws come into force will continue as a director for the remaining term to which he or she was elected, unless sooner ceasing in accordance with these Bylaws.

4.6 Ceasing to be a Director

4.6.1 The term of office for an officer or director is one year and shall expire at the close of each Annual General Meeting.

4.6.2 A person will immediately and automatically cease to be a director:

- (i) Upon the date which is the later of:
 - a) The date of delivering his/her resignation in writing to the president or to the registered address of the Society; and
 - b) The effective date of the resignation stated therein.
- c) Upon the date such person is no longer qualified pursuant to Bylaw 4.3.1.
- d) Upon his or her removal by the Directors according to subsection 4.7.
- e) Upon his or her death.

4.7 Removal of an Officer or Director

4.7.1 The Board shall have the right to dismiss an officer or a director who

- (i) is absent from two (2) consecutive board meetings without advance notification of inability to attend, or
- (ii) who is otherwise unable to perform his/her duties, or
- (ii) for cause.

4.7.2 Before an officer or director is dismissed under subsection 4.7.3, the Board must

- (i) send to the officer or director written notice of the proposed dismissal, including reasons, and
- (ii) give the officer or director a reasonable opportunity to make representations to the Board respecting the proposed dismissal.

4.7.3 A director may be removed from office by a resolution of the Board which must be approved by sixty-six percent (66%) of the Directors. The subject of the resolution may not be present during the discussion or during the vote.

4.7.4 An officer or director who disagrees with his/her dismissal by the Board has the right to appeal by requesting a Special Resolution be presented to the general membership, in which case all Bylaws governing a Special Resolution apply.

4.8 Quorum of Directors

Four (4) directors shall constitute a quorum of the Board.

4.9 Conflict of Interest

No director having an interest in any transaction shall vote with respect to the same.

4.10 Liability when Acting in Good Faith

The members may not hold any officer, director or any member duly authorized by the club to act liable for any loss or damage suffered while doing so in good faith and within the scope of that authority.

4.11 Compensation and Indemnity

4.11.1 Directors will not be remunerated for their service but may be reimbursed for reasonable expenses incurred in the performance of their duties as directors under such guidelines as the Board may, from time to time, direct.

4.11.2 The Society shall provide the directors with insurance coverage to indemnify them for loss arising from their acts and omissions.

PART V – DUTIES OF DIRECTORS

5.1 Directors' General Obligations

5.1.1 The Directors shall ensure that:

- (i) all reports and records required by law are prepared for the Annual General Meeting;
- (ii) all financial and other reports required by law to be filed following an Annual General Meeting are filed;
- (iii) at least one account with a chartered bank, credit union, or trust company is opened in the Society's name;
- (iv) proper accounting records are maintained of all financial and other transactions, and, without limiting the foregoing, shall keep records of:
 - a) money received and disbursed;
 - b) every asset and liability; and
 - c) every other transaction affecting the club's financial position.

5.1.2 The Directors shall seek to ensure that all reports, financial records, together with all documents of the Society, be kept secure.

5.2 Official Receipts

Only persons authorized by the Board may issue an official Society receipt.

PART VI – DIRECTORS’ MEETINGS

6.1 Meetings

- 6.1.1 The Directors shall meet at least six (6) times a year.
- 6.1.2 The president, or in the absence of the president, the vice-president, shall chair all meetings of the Directors, but if neither is present, the directors present may choose one of their number to preside over a meeting.
- 6.1.3 The Directors shall meet at the call of the president or of any three (3) directors on seven (7) clear days’ notice. When circumstances warrant, and all directors consent, the notice period may be waived and shortened.
- 6.1.4 Notice may be provided to Directors by mail, courier delivery, facsimile or electronic communication. Accidental omission to give notice of a meeting to, or the non-receipt of notice of, a meeting by any director shall not invalidate the proceedings at the meeting.
- 6.1.5 Where the number of directors falls less than would constitute a quorum, the directors may act only to summon a general meeting.

6.2 Quorum of Directors

The directors may fix the quorum necessary for the transaction of the business and if the directors do not fix the quorum, it will be a majority of directors then in office, provided that number is not fewer than four (4).

6.3 Voting

- 6.3.1 Any resolution except adjournment proposed at a Directors’ meeting or at a committee meeting must be seconded.
- 6.3.2 A resolution in writing signed by all the directors and placed within the minutes of the Directors’ meeting is as valid and effective as if it were regularly passed at a meeting of Directors.
- 6.3.3 Provided that notice is given of a Directors’ meeting and a majority of directors concur, a meeting may be conducted in whole or in part by telephone conference or other electronic communication device or method.

PART VII – OFFICERS OF THE BOARD

7.1 Executive

- 7.1.1 The Society shall have an Executive which shall, subject to the provisions of the Act, be responsible for administering the day-to-day affairs of the Society. The Board may prescribe policies providing guidelines for its administration as may be required.
- 7.1.2 The Executive shall consist of the officers of the Society, comprising the president, vice-president, membership secretary, secretary, and treasurer or, if the latter two positions are merged, the secretary-treasurer.
- 7.1.3 The officers shall be Society directors, elected by the membership at Annual General Meetings.
- 7.1.4 Officers so elected shall serve until the close of the next Annual General Meeting.
- 7.1.5 The Directors may at any time appoint a director to fill any officer vacancy.
- 7.1.6 The members of the Executive shall serve without remuneration, and they shall not receive, directly or indirectly, any profits from their position as members of the Executive but may be paid expenses incurred by them in the performance of their duties.

7.2 Duties of the Executive

7.2.2 President

- (i) The president shall preside at all Society meetings, generally supervise the affairs of the Society and be an *ex officio* member of all committees of the Society.
- (ii) The president is the official spokesperson for the Society unless the Board designates another director.
- (iii) The president shall seek to remain neutral at meetings but may exercise a right to vote in case of a tie.

7.2.3 Vice-president

The vice-president shall preside at all Society meetings in the absence of the president and assist the president in the discharge of his/her duties

7.2.4 Membership Secretary

The membership secretary shall:

- (i) keep a current register of members;
- (ii) be responsible for the collection of the annual dues of members;
- (iii) report to the Board as requested from time to time;
- (iv) make the annual membership report to Jaguar Clubs of North America (JCNA); and
- (v) ensure that any fees or other monetary obligation to JCNA are discharged in a timely manner.

7.2.5 Secretary

Unless the Board otherwise specifies, the secretary shall be responsible for:

- (i) seeing that a record is kept of all proceedings of the Society and of the Board;
- (ii) maintaining the minutes of all the meetings;
- (iii) issuing notices of meetings of members and of directors;
- (iv) keeping custody of the Club's common Seal if any; and
- (v) retaining all official Society correspondence.

7.2.6 Treasurer

The treasurer shall be responsible for:

- (i) the issue of all cheques drawn by the Society which shall be signed by two officers, one of whom may be the treasurer;
- ~~(ii)~~ maintaining financial records including books of accounts, as are necessary to comply with the Act;
- (iii) the custody and control of all securities and funds;
- (iv) ensuring that full and accurate financial records are kept;
- (v) the collection of annual fees and other monies owing and their deposit in the financial institution designated by the Board;
- (vi) seeing that all bills and contractual accounts are settled;
- (vii) providing a statement of Society finances at each meeting of Directors;

- (viii) preparing and presenting to each Annual General Meeting the Society's financial statements; and
- (ix) making available to any member upon request the annual financial report seven (7) days prior to the Annual General Meeting.

7.2.7 Secretary-Treasurer

- (i) When one officer holds both positions as secretary and treasurer, it shall effect no change in the number of directors or in the Board's quorum requirements.
- (ii) The duties of a secretary-treasurer include those of both offices.

PART VIII – SEAL

8.1 Seal

The Directors may provide a common seal for the Society and shall be at liberty to substitute it with another.

8.2 Affixing of Seal

The common seal shall be affixed only when authorized by a resolution of the Directors and only in the presence of the president and secretary, or in the presence of three (3) directors specified in such a resolution.

PART IX – INVESTMENTS

Society funds not required for immediate use or to meet accruing liabilities may be invested at the discretion of the Board.

PART X – BOOKS AND RECORDS

The Directors shall ensure that all necessary books and records of the Society required by the Bylaws of the Society or by any applicable statute or law are regularly and properly kept.

10.1 Inspection of Documents by Members

10.1.1 The documents and records of the Society will be open to the inspection of any director at reasonable times and on reasonable notice.

10.1.2 A member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing, to examine any of the following documents and records of the Society:

- i) The Constitution and these Bylaws and any amendments thereto;
- ii) Minutes of any General or Directors' Meeting including the text of each resolution passed at the meeting.
- iii) Annual financial statements relating to a past fiscal year that have been received by the members in an Annual General Meeting;
- iv) Any certificates, confirmations or records that have been furnished to the Society by the Registrar;
- v) The registry of Directors and the written confirmation of directors to act as such; and.
- vi) The disclosure of a director regarding a conflict of interest.

10.1.3 Except as expressly provided by statute or law, a member will not have the right to examine or inspect any other document or record of the Society unless, upon application in writing, the Board may allow such examination or inspection, subject to such redaction as the Board deems necessary consistent with privacy legislation, all in the Board's sole discretion and based on need for transparency in governance.

10.2 Member Rights to Constitution and Bylaws

A member is entitled, without charge, to a copy of the Society's Constitution and Bylaws.

PART XI - DISSOLUTION OF THE SOCIETY

11.1 Agreement to Dissolve the Society

The Society may be dissolved at any time as required by law by a Special Resolution of the membership at any special or Annual General Meeting, provided that all requirements for the presentation of a Special Resolution have been met.

11.2 Disbursement of funds

In the event of the winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such charitable foundation, organization or organizations as may be determined by the Board of Directors of the Society at the winding up or dissolution, provided such organization or organizations shall be recognized by the Canada Revenue Agency as being qualified as a charitable organization or organizations as such under the provisions of the *Canadian Income Tax Act* from time to time in effect.

PART XII - AMENDMENT TO BYLAWS

These Bylaws may be rescinded, altered or amended at any time by a Special Resolution of the Society and any alteration to the Bylaws will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.