

## FORM 3

### SOCIETY ACT

#### CONSTITUTION

1. The name of the society is B.C. Crab Fishermen's Association
2. The purposes of the society are to:
  - (a) promote the welfare and defend the interests of British Columbia commercial crab fishermen;
  - (b) provide official representation of and for British Columbia crab fishermen in dealings with the federal and provincial government departments, boards and agencies and with international boards and agencies;
  - (c) provide official representation of and for British Columbia crab fishermen in dealings with other organizations in the fishing industry;
  - (d) explore and develop programs and policies for the protection and conservation of the crab fishery both independently and in conjunction with federal and provincial government departments, boards and agencies and with international boards and agencies;
  - (e) make recommendations to the Minister of Fisheries and Oceans of the Government of Canada and other federal and provincial government officials regarding the British Columbia crab industry; and,
  - (f) promote legislation, regulations and government policies which may benefit British Columbia crab fishermen and the British Columbia crab fishery, generally, and to oppose such legislation, regulations and policies which may be detrimental to British Columbia crab fishermen and to the British Columbia crab fishery, generally; and,
  - (g) support area specific crab associations without interfering with area specific issues which are the domain of an area association.

#### BYLAWS

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

##### Part 1 – Interpretation

1.01 In these bylaws, unless the context otherwise requires,

1.01.01 “Area A” means that area of the Pacific Ocean which is located within the boundaries of that area designated

by DFO as Area A for the purposes of Class "R" licences to fish for crab, as those boundaries may be amended or adjusted from time to time, which area is, on the day which is the date of these bylaws, also referred to as Queen Charlottes/Hecate Strait;

- 1.01.02 "Area A Association" means the Owner Organization, if any, at the relevant time for Area A;
- 1.01.03 "Area A Owner" means an Owner of a Vessel which is eligible to be issued a class "R" licence to fish for crab in the Area A if that Owner is a member of the Society;
- 1.01.04 "Area B" means that area of the Pacific Ocean which is located within the boundaries of that area designated by DFO as Area B for the purposes of Class "R" licences to fish for crab, as those boundaries may be amended or adjusted from time to time, which area is, on the day which is the date of these bylaws, also referred to as North Coast;
- 1.01.05 "Area B Association" means the Owner Organization, if any, at the relevant time for Area B;
- 1.01.06 "Area B Owner" means an Owner of a Vessel which is eligible to be issued a class "R" licence to fish for crab in the Area B if that Owner is a member of the Society;
- 1.01.07 "Area E" means that area of the Pacific Ocean which is located within the boundaries of that area designated by DFO as Area E for the purposes of Class "R" licences to fish for crab, as those boundaries may be amended or adjusted from time to time, which area is, on the day which is the date of these bylaws, also referred to as West Coast;
- 1.01.08 "Area E Association" means the Owner Organization, if any, at the relevant time for Area E;
- 1.01.09 "Area E Owner" means an Owner of a Vessel which is eligible to be issued a class "R" licence to fish for crab in the Area E if that Owner is a member of the Society;
- 1.01.10 "Area G" means that area of the Pacific Ocean which is located within the boundaries of that area designated by DFO as Area G for the purposes of Class "R" licences to fish for crab, as those boundaries may be amended or adjusted from time to time, which area is,

on the day which is the date of these bylaws, also referred to as Johnstone Strait;

- 1.01.11 “Area G Association” means the Owner Organization, if any, at the relevant time for Area G;
- 1.01.12 “Area G Owner” means an Owner of a Vessel which is eligible to be issued a class “R” licence to fish for crab in the Area G if that Owner is a member of the Society;
- 1.01.13 “Area H” means that area of the Pacific Ocean which is located within the boundaries of that area designated by DFO as Area H for the purposes of Class "R" licences to fish for crab, as those boundaries may be amended or adjusted from time to time, which area is, on the day which is the date of these bylaws, also referred to as Gulf of Georgia;
- 1.01.14 “Area H Association” means the Owner Organization, if any, at the relevant time for Area H;
- 1.01.15 “Area H Owner” means an Owner of a Vessel which is eligible to be issued a class “R” licence to fish for crab in the Area H if that Owner is a member of the Society;
- 1.01.16 “Area I” means that area of the Pacific Ocean which is located within the boundaries of that area designated by DFO as Area I for the purposes of Class "R" licences to fish for crab, as those boundaries may be amended or adjusted from time to time, which area is, on the day which is the date of these bylaws, also referred to as Fraser River;
- 1.01.17 “Area I Association” means the Owner Organization, if any, at the relevant time for Area I;
- 1.01.18 “Area I Owner” means an Owner of a Vessel which is eligible to be issued a class “R” licence to fish for crab in the Area I if that Owner is a member of the Society;
- 1.01.19 “Area J” means that area of the Pacific Ocean which is located within the boundaries of that area designated by DFO as Area J for the purposes of Class "R" licences to fish for crab, as those boundaries may be amended or adjusted from time to time, which area is, on the day which is the date of these bylaws, also referred to as Boundary Bay;

- 1.01.20 “Area J Association” means the Owner Organization, if any, at the relevant time for Area J;
- 1.01.21 “Area J Owner” means an Owner of a Vessel which is eligible to be issued a class “R” licence to fish for crab in the Area J if that Owner is a member of the Society;
- 1.01.22 “Board” means the directors;
- 1.01.23 “Crab Fishing Area” means and includes each of Area A, Area B, Area E, Area G, Area H, Area I and Area J;
- 1.01.24 “DFO” means the Minister of Fisheries and Oceans of the Government of Canada and includes every person designated as a fishery officer or a fishery guardian pursuant to the Fisheries Act and includes that department or ministry for which the Minister is responsible by whatever name the department or ministry uses and which is commonly known on the day which is the date of these bylaws as Fisheries and Oceans Canada;
- 1.01.25 “directors” means the directors of the society for the time being and “director” means any one of the directors;
- 1.01.26 “Fisheries Act” means the Fisheries Act, R.S.C., c. F-14 as amended, re-enacted or replaced from time to time together with all regulations made pursuant thereto;
- 1.01.27 “Owner” means that person (including a corporation) which, at the relevant time, owns a Vessel, provided that if there is more than one person or corporation that owns a Vessel then “Owner” means that person or corporation which, at the relevant time, as shown as the contact owner on the records maintained by DFO for that Vessel;
- 1.01.28 “Owner Organization” means in respect of each Crab Fishing Area that corporation without share capital incorporated pursuant to the laws of British Columbia or Canada which has, at the relevant time, as its members the owners of not less than 51% of all of the Vessels for that Crab Fishing Area;
- 1.01.29 “registered address” of a member means that member’s address as recorded in the register of members;

- 1.01.30 “society” means that society which has these bylaws as its bylaws;
  - 1.01.31 “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;
  - 1.01.32 “Unrepresented Area” means any Crab Fishing Area for which, at the relevant time, there is no Owner Organization; and
  - 1.01.33 “Vessel” means a commercial fishing vessel which, at the relevant time, is eligible to be issued a Class “R” licence to fish for crab in one of the Crab Fishing Areas.
- 1.01 The definitions in the Society Act on the date these bylaws become effective shall apply to these bylaws.
- 1.02 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

### **Part 2 - Membership**

- 2.01 The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members. A corporation may be admitted to membership.
- 2.02 In addition to the applicants for incorporation of the society, each of the following shall become a member of the society upon delivering a written request to become a member to the address of the society:
- 2.02.01 the Area A Association;
  - 2.02.02 the Area B Association;
  - 2.02.03 the Area E Association;
  - 2.02.04 the Area G Association;
  - 2.02.05 the Area H Association;
  - 2.02.06 the Area I Association; and
  - 2.02.07 the Area J Association,

- 2.03 In addition to the applicants for incorporation and those persons described in bylaw 2.02, any Owner may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 2.04 A person shall cease to be a member of the society:
- 2.04.01 by delivering his or her resignation in writing to the address of the society; or
- on his or her death, or in the case of a corporation, on dissolution;
- on being expelled;
- on having been a member not in good standing for 12 consecutive months; and
- in the case of any person who has become a member pursuant to bylaw 2.03, on that person ceasing to be an Owner.
- 2.05 No person who has become a member of the society pursuant to bylaw 2.02 may be expelled.
- 2.06 A member who is an applicant for incorporation or a person who has become a member pursuant to bylaw 2.03 may be expelled by a special resolution of the members, provided that:
- 2.06.01 the notice of special resolution is accompanied by a brief statement of the reasons for the proposed expulsion; and
- 2.06.02 the person who is the subject of the proposed special resolution for expulsion is given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.07 Every member shall uphold the constitution and comply with these bylaws.
- 2.08 The amount of the annual membership dues, if any, payable by members shall determined by the directors and the directors may determine that the amount of the annual membership dues payable by members which are Owner Organizations is different from the amount payable by Owners.
- 2.09 All members are in good standing except a person who has failed to pay their current annual membership dues, if any, or any other subscription or debt due and owing by that member to the society,

and that member is not in good standing so long as the debt remains unpaid.

### **Part 3 - Meetings of Members**

- 3.01 General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
- 3.02 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.03 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.04 Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
- 3.05 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.06 The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **Part 4 - Proceedings at General Meetings**

- 4.01 Special business is
  - 4.01.01 all business at an extraordinary general meeting except the adoption of rules of order and the election of a chairperson pursuant to bylaw 4.08; and,
  - 4.01.02 all business transacted at an annual general meeting, except that business described in bylaw 4.02.
- 4.02 The following business transacted at an annual general meeting is not special business:
  - 4.02.01 the adoption of rules of order;
  - 4.02.02 the election of a chairperson pursuant to bylaw 4.08;

- 4.02.03 the consideration of the financial statements;
  - 4.02.04 the report of the directors;
  - 4.02.05 the report of the auditor;
  - 4.02.06 the election of directors;
  - 4.02.07 the appointment of the auditor; and
  - 4.02.08 the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.03 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.04 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.05 Except as provided in bylaw 4.06, a quorum for a general meeting shall be three individuals who are members or duly authorized representatives of corporate members personally present.
- 4.06 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, shall be terminated; but in any other case, it 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.07 Subject to bylaw 4.08, the president of the society, or, in the absence of the president, the vice-president of the society, shall preside as chairperson of a general meeting.
- 4.08 If at a general meeting the president and the vice-president are not present within 15 minutes after the time appointed for holding the meeting or the president and the vice-president are unwilling to act as chairperson, the members present shall elect one of their number to be chairperson.

- 4.09 The chairperson of a general meeting, may, with the consent of any meeting at which 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 an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.10 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.
- 4.11 Except as provided in bylaw 4.10, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.12 No resolution proposed at a meeting need be seconded and the chairperson of a meeting, if a voting member, may move or propose a resolution.
- 4.13 In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to any vote to which he or she may be entitled as a member and the proposed resolution shall not pass.
- 4.14 Each member in good standing present at a meeting of members is entitled to one vote.
- 4.15 Voting may either be by show of hands or by ballot, whichever shall be directed by the chairperson of the meeting.
- 4.16 In the case of any dispute as to the admission or rejection of a vote, the chairperson of the meeting shall determine the same and that determination made in good faith is final and conclusive.
- 4.17 Every member of the society entitled to vote at meetings of members of the society may, by proxy, appoint a proxy holder to attend and act at the meeting in the manner to the extent and with the powers conferred by the proxy and a member may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.
- 4.18 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned

as a member for all purposes with respect to a meeting of the society.

- 4.19 The members may, by resolution, adopt rules of order but if no such rules of order are adopted, the proceedings of the members shall be governed by Robert's Rules of Order Newly Revised or, if the procedure adopted by resolution does not cover any point of order, such point of order shall be determined according to Robert's Rules of Order Newly Revised.

### **Part 5 - Directors and Officers**

- 5.01 The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to:
- 5.01.01 all laws affecting the society;
  - 5.01.02 these bylaws; and
  - 5.01.03 rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting. .
- 5.02 In addition to the powers conferred by bylaw 5.01 and subject to the restrictions contained in that bylaw, the property and affairs of the society shall be managed by the Board which shall have full control of the assets, liabilities, revenues and expenditures of the society.
- 5.03 No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 5.04 The number of directors the society shall be seven.
- 5.05 Those persons named in the list of first directors of the society filed with the registrar of companies are the first directors of the society.
- 5.06 The first directors of the society shall retire at the first annual general meeting, provided that they are eligible to thereafter become either appointed or elected as a director.

- 5.07 Commencing at the time the first annual general meeting of the society is held, that number of directors equal to the Owner Organizations then in existence (herein called the "Appointed Directors") shall be appointed as provided in bylaws 5.08, 5.09, 5.10, 5.13 and 5.15 and that number of directors equal to the Unrepresented Areas (if any) shall be elected as provided in bylaws 5.17, 5.18, 5.19 and 5.20.
- 5.08 Before the day on which the first annual general meeting of this society is held each Owner Organization shall appoint one natural person who is nineteen years of age or older to be a director of the society.
- 5.09 After the first appointment of an Appointed Director by an Owner Organization that Owner Organization, so long as it continues to be an Owner Organization, shall in each year, at or before the time of the holding of the next annual general meeting of the society, appoint one person to be a director of the society to replace that person last appointed by that Owner Organization, provided that each Owner Organization may, subject to bylaw 5.12 re-appoint a person who is already an Appointed Director.
- 5.10 Every Owner Organization shall cause a written notice of each appointment of a person by it to be an Appointed Director of the society to be delivered to the address of the society and such notice shall state the full name and address of the person appointed.
- 5.11 An Appointed Director shall cease to be a director of the society if their appointment is revoked pursuant to bylaw 5.13 or when a replacement Appointed Director is appointed in their place by the Owner Organization which appointed them, unless that Owner Organization re-appoints such director.
- 5.12 If any Owner Organization fails to appoint a director within the time limited by bylaw 5.08 or 5.09, the Appointed Director who would have been replaced or re-appointed upon delivery of notice by that Owner Organization shall remain an Appointed Director until that Owner Organization delivers notice of the new appointment or until the Owner Organization ceases to be an Owner Organization, or until the third anniversary of the date that Appointed Director was last appointed, whichever shall first occur.
- 5.13 At any time an Appointed Body may revoke its appointment of a person who it appointed to be a director by delivering a notice in writing to the address of the society stating that the appointment of such person as a director has been revoked and such notice may

state that another person is appointed a director of the society in the place of the person whose appointment was revoked and such notice shall state the full names and addresses of the person whose appointment is being revoked and the person who is being appointed as a director in their place.

- 5.14 No person may be appointed by an Owner Organization as a director more than six consecutive times.
- 5.15 If any Appointed Director shall cease being an Appointed Director for any reason other than the appointment of their successor pursuant to bylaw 5.09 or the revocation of their appointment pursuant to bylaw 5.11, the Owner Organization which appointed that director shall have the right to appoint a replacement director.
- 5.16 A director appointed pursuant to bylaw to 5.13 shall hold office only until the conclusion of the next following annual general meeting of the society but is eligible for re-appointment by an Owner Organization.
- 5.17. If at the time an annual general meeting is held there exists any Unrepresented Areas, an election shall be held for that number of Elected Directors equal to the number of Unrepresented Areas which are in existence at the time of that annual general meeting.
- 5.18. If at any annual general meeting there is more than one Unrepresented Area in existence, a separate election shall be held to elect one Elected Director for each Unrepresented Area.
- 5.19. An election of the Elected Directors may be by acclamation, otherwise it shall be by secret ballot.
- 5.20. If an election of an Elected Director or Elected Directors is held at any annual general meeting then the following rules shall apply to such election:
  - 5.20.01 In the case of an election being held for an Elected Director for Area A, only an Area A Owner who is a member in good standing of the society may nominate a person to be an Elected Director in that separate election and in the event an election is held each Area A Owner who is a member in good standing may cast one vote for the election of that director and no other members of the society are entitled to vote in respect of the election of that director;

- 5.20.02 In the case of an election being held for an Elected Director for Area B, only an Area B Owner who is a member in good standing of the society may nominate a person to be an Elected Director in that separate election and in the event an election is held each Area B Owner who is a member in good standing may cast one vote for the election of that director and no other members of the society are entitled to vote in respect to the election of that director;
- 5.20.03 In the case of an election being held for an Elected Director for Area E, only an Area E Owner who is a member in good standing of the society may nominate a person to be an Elected Director in that separate election and in the event an election is held each Area E Owner who is a member in good standing may cast one vote for the election of that director and no other members of the society are entitled to vote in respect to the election of that director;
- 5.20.04 In the case of an election being held for an Elected Director for Area G, only an Area G Owner who is a member in good standing of the society may nominate a person to be an Elected Director in that separate election and in the event an election is held each Area G Owner who is a member in good standing may cast one vote for the election of that director and no other members of the society are entitled to vote in respect to the election of that director;
- 5.20.05 In the case of an election being held for an Elected Director for Area H, only an Area H Owner who is a member in good standing of the society may nominate a person to be an Elected Director in that separate election and in the event an election is held each Area H Owner who is a member in good standing may cast one vote for the election of that director and no other members of the society are entitled to vote in respect to the election of that director;
- 5.20.06 In the case of an election being held for an Elected Director for Area I, only an Area I Owner who is a member in good standing of the society may nominate a person to be an Elected Director in that separate election and in the event an election is held each Area I Owner who is a member in good standing may cast

one vote for the election of that director and no other members of the society are entitled to vote in respect to the election of that director;

- 5.20.07 In the case of an election being held for an Elected Director for Area J, only an Area J Owner who is a member in good standing of the society may nominate a person to be an Elected Director in that separate election and in the event an election is held each Area J Owner who is a member in good standing may cast one vote for the election of that director and no other members of the society are entitled to vote in respect to the election of that director.
- 5.21. The directors may at any time and from time to time appoint any person as a director to fill a vacancy in the Elected Directors.
- 5.22. A director appointed pursuant bylaw 5.21 holds office only until the conclusion of the next following annual general meeting of the society but is eligible for re-election at that meeting.
- 5.23. Those persons who are Owners of Vessels which are eligible to be issued a Class "R" licence to fish for crab in an Unrepresented Area may by special resolution of those members (who shall be the only members entitled to vote thereon) remove an Elected Director who was elected by a separate election for that Unrepresented Area before the expiration of their term of office and may elect a successor to complete their term of office.
- 5.24. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 5.25 The society shall have at least three officers who shall be:
- 5.25.01 The president;
- 5.25.02 The vice-president; and
- 5.25.03 The secretary.
- 5.26 The directors shall meet within 60 days of the date of the society's incorporation and, in each year thereafter, 30 days after each annual general meeting, and shall, at such meeting, elect from the Board the president, a vice-president and a secretary.

- 5.27 The president, the vice-president and the secretary shall retire from office at the first directors meeting held after each annual general meeting when their successors shall be elected.
- 5.28 Separate elections shall be held for the offices of the president, the vice-president and the secretary.
- 5.29 An election of any or more of the president, the vice-president or the secretary may be by acclamation, otherwise it shall be by secret ballot.
- 5.30 If no successor is elected to any of the offices of president, vice-president or secretary, the person previously elected or appointed continues to hold office.
- 5.30 The directors may, by resolution, establish other offices, stipulate the qualifications required to hold such offices, appoint persons to hold such offices and establish the duties of the person or persons holding such offices, provided that the directors may not, by resolution, derogate the duties of the officers described in part 7 of these bylaws.
- 5.31 The president, the vice-president, the secretary and every other officer of the society shall each be a person who is a director of the society and shall cease to hold office if they cease to be a director of the society.
- 5.32 In the event that an Appointed Director fails to attend three consecutive meetings of the Board, or if his or her attendance at all meetings in any one calendar year drops below 75%, the president shall advise the Owner Organization which appointed that director of this matter.
- 5.33 No member of the Board shall be remunerated for being or acting as an officer or director but, every officer and director shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the society.
- 5.34 No member of the Board shall accept any remuneration for services rendered to the society. No member of the Board or employee of the society shall have any direct or indirect financial interest in any purchase order or contract entered into or issued on behalf of the society unless such member or employee shall absent themselves from all meetings where the order or contract is approved or discussed while the matter is being discussed or any vote is taken in any matter affecting such an interest in an order or

contract. The provisions of this bylaw shall not apply to the reimbursement of a director in respect of expenses incurred with the Board's approval in carrying out the business of the society.

### **Part 6 - Proceedings of Directors**

- 6.01 The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 6.02 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be five of the directors then in office.
- 6.03 The president shall chair all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairperson; but if neither is present the directors present may choose one of their number to chair that meeting.
- 6.04 A director may at any time request the president to convene a meeting of the directors and the president, upon receipt of a written request by any director, shall convene a meeting of the directors within 10 days of receipt of such written request.
- 6.05 Subject to bylaw 6.03, if the president is absent or unwilling or unable to act at any time, the vice-president shall have all of the powers of the president in the absence of the president or during the unwillingness or inability of the president to act and shall carry out the duties of the president during such absence, unwillingness or inability.
- 6.06 The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.
- 6.07 A committee formed pursuant to bylaw 6.06 in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 6.08 The directors may establish committees, the members of which include persons who are not directors or which may be composed wholly of persons who are not directors, to study or consider any matter and make a report to the directors but the directors may

- not delegate any of their powers to any such committee formed pursuant to this bylaw.
- 6.09 A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
- 6.10 The members of a committee may meet and adjourn as they think proper.
- 6.11 For a first meeting of directors held immediately following the appointment or election of a director or directors or for a meeting of the directors at which a director who has been appointed to fill a vacancy in the directors attends, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.
- 6.12 A director who is absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, electronic mail, telegram, telex, cable or telecopier, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- 6.12.01 no notice of meeting of directors shall be sent to that director; and
- 6.12.02 any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
- 6.13 One or more directors or committee members may participate in a meeting of the directors or a meeting of a committee by teleconference and when any person does participate in such a meeting by teleconference, that person shall be counted as part of the quorum for that meeting while he or she is participating by teleconference.
- 6.14 Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- 6.15 In case of an equality of votes the chairperson shall not have a second or casting vote.

- 6.16 No resolution proposed at any meeting of directors or committee of directors need be seconded and the person who chairs a meeting may move or propose a resolution.
- 6.17 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.
- 6.18 The directors may, by resolution, adopt rules of order but if no such rules of order are adopted, the proceedings of the directors shall be governed by Robert's Rules of Order or, if the procedure adopted by resolution does not cover any point of order, such point of order shall be determined according to Robert's Rules of Order.

### **Part 7 - Duties of Officers**

- 7.01 The president shall preside at all meetings of the society and of the directors.
- 7.02 The president is the chief executive officer of the society and shall supervise the other officers of the society in the execution of their duties.
- 7.03 The vice-president shall carry out the duties and possess all of the powers of the president during the absence of the president or the inability or unwillingness of the president to act;
- 7.04 The secretary shall:
  - 7.04.01 keep minutes of all meetings of the society and directors;
  - 7.04.02 have custody of all minutes of the meetings of the society and directors.

### **Part 8 - Execution of Instruments and Seal**

- 8.01 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 8.02 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of any two of the president, the vice-president and the secretary.

8.03 All instruments, agreements, contracts or other documents which are not executed by affixing the common seal of the society may be executed by:

8.03.01 such persons as may be prescribed from time to time by resolution of the directors; or

8.03.02 any two of the president, the vice-president and the secretary.

### **Part 9 - Borrowing**

9.01 Subject to bylaw 9.02 and any restrictions contained in the Society Act, the directors may from time to time at their discretion authorize the society to:

9.01.01 borrow any sum of money;

9.01.02 guarantee the repayment of any sum of money borrowed by any person or corporation;

9.01.03 guarantee the performance of any obligation of any person or corporation;

and may raise or secure the repayment of that sum in such manner and upon such terms and conditions, in all respects, as they think fit, and in particular, and without limiting the generality of the foregoing, by the issue of bonds or debentures, or any mortgage or charge, whether specific or floating, or other security on the undertaking or the whole or any part of the property of the society, both present and future.

9.02 No debenture, bond or other debt obligation may be issued unless the issuance of the debenture, bond or other debt obligation is authorized by a special resolution, which may confer a general power on the directors to issue debentures, bonds or other debt obligations for a period not exceeding one year from the date the resolution is passed.

9.03 The directors may make any debentures, bonds, or other debt obligations issued by the society, by their terms, assignable free from equities between the society and the person to whom they may be issued, or any other person who lawfully acquires the same by assignment, purchase or otherwise howsoever.



**Part 10 - Auditor and Fiscal Year End**

- 10.01 The society is not required to have an auditor unless the members by special resolution require that an auditor be appointed and, until such a special resolution has been approved, bylaws 10.03 to 10.09, inclusive, of this part (in this part called the "Audit Bylaws") shall not apply to the society.
- 10.02 The fiscal year end of the society shall be the 31st day of December in each year.
- 10.03 If the Audit Bylaws apply to the society, the society shall engage an auditor qualified to act under the Society Act who shall be a person who is a member or a partnership whose partners are members in good standing of the Canadian Institute of Chartered Accountants or the Certified General Accountants' Association of British Columbia, or a person certified by the Auditor Certification Board established under section 221 of the Business Corporations Act of British Columbia.
- 10.04 If the Audit Bylaws apply to the society, the first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 10.05 If the Audit Bylaws apply to the society, at each annual general meeting the society shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.
- 10.06 An auditor may be removed by ordinary resolution.
- 10.07 An auditor shall be promptly informed in writing of appointment or removal.
- 10.08 If the Audit Bylaws apply to the society, no director and no employee of the society shall be auditor.
- 10.09 The auditor may attend general meetings.

**Part 11 - Notices**

- 11.01 A notice may be given to any member or director, either personally or by sending it by post to them in a prepaid letter, envelope or wrapper addressed to the member or director at their registered address.

11.02 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

11.03 Notice of a general meeting shall be given to

11.03.01 every member shown on the register of members on the day notice is given; and,

11.03.02 the auditor (if any).

11.04 No other person other than those persons described in bylaw 11.03 is entitled to receive a notice of general meeting.

### **Part 12 - Bylaws**

12.01 On being admitted to membership, each member is entitled to and the society shall give each member, without charge, a copy of the constitution and bylaws of the society.

12.02 These bylaws shall not be altered or added to except by special resolution.

Dated: January 3, 2008