

CONSTITUTION AND BYLAWS

PREAMBLE

The Cowichan Station Area Association was established on the 25th of March 2008 (Certificate of Incorporation No. S-0053442). The impetus for its formation was the closure of Cowichan Station School.

The school, established in 1913, has long been the heart of the village of Cowichan Station and surrounding area. For decades it was an important gathering place for the community and, when School District 79 began its deliberations on the need to permanently close its doors as a school, the community rallied to keep it open. In 2007, for various economic related reasons, it closed, however, the community continued to talk about the future of the site and the Cowichan Station area in general.

Those community discussions and a strong desire to come together and care for our community and environment resulted in the formation of the Cowichan Station Area Association. We have a mission and set of values to guide our work. These are stated below and our formal constitution follows.

MISSION

.....bringing neighbours together to promote the livability and sustain the natural environment and historic and cultural values of the Cowichan Station area by:

- Providing and maintaining the HUB as a gathering place for the community to pursue arts, culture and recreational activities;
- Facilitating communication and information sharing;
- Providing a forum for discussing issues, concerns, and ideas;
- Developing a common vision and setting goals;
- Sharing the interests of the Cowichan Station area for local planning processes and to elected officials, government staff and others;
- Raising funds and leading specific projects to achieve our goals; and
- Building community wellness.

VALUES THAT GUIDE US

Faith – we have faith in our energy and grassroots capacity to make a difference.

Respect – we respect and gain understanding from one another.

Integrity – we value honesty, commitment and follow through.

Efficiency – we are focused and strive for simplicity and clarity in what we do.

Inclusiveness – we are inclusive and collaborative and support openness and transparency.

Non Partisan – we focus on the greater interest of the community and respect orderly democratic process.

Advocacy – we actively advocate for the common good of our community.

Sustainability – we understand and embrace a model of environmental, economic, social and cultural sustainability.

OUR CONSTITUTION

1. The name of the Society is:

Cowichan Station Area Association (CSAA)

2. The purposes of the society are:

- To provide, administer and maintain a multi-use facility for the community of Cowichan Station area: and
- To do all such things as are ancillary and incidental to the furtherance of the above-noted purpose.

BYLAWS

Bylaws of the Cowichan Station Area Association

Part 1 – Interpretation

1.01 In these By-Laws, unless the context requires otherwise:

- (a) "Annual General Meeting" means the general meeting of the Members of the Society held once in every calendar year, not more than 15 months or less than 10 months after the adjournment of the previous Annual General Meeting;
- (b) "Bylaws" means the bylaws of the Cowichan Station Area Association as altered from time to time;
- (c) "Constitution" means the constitution of Cowichan Station Area Association as filed with the Registrar;
- (d) "Directors" or "Board of Directors" or "Board" means the properly elected or appointed Board of Directors as provided for in these Bylaws;
- (e) "Member" means a person who is admitted to membership in the Society pursuant to these Bylaws;
- (f) "Officers" means the President, Vice-president, Secretary and Treasurer;
- (g) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- (h) "Society Act" or "Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- (i) "Society" means the Cowichan Station Area Association;
- (j) "Special Resolution" means a resolution passed by a majority of not less than three quarters (75%) of the Members entitled to vote and present in person at the general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- (k) a "charitable institution" or "qualified donee" shall be those as described in subsection 149.1(a) of the Income Tax Act (Canada). **This provision was previously unalterable.**

1.02 The definitions in the Act apply to these Bylaws.

1.03 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 - Membership

Application for 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. The Society shall at all times have three or more Members.
- 2.02 Membership in the Society shall be limited to individuals 16 years of age or older and who agree to further the advancement of the Society's purposes. A person may apply to the Board for membership in the Society and on acceptance by the Board shall be a Member. New members shall not be accepted within 6 weeks of an Annual General Meeting nor within the notice period of an extraordinary general meeting. New members can be accepted at the conclusion of a general meeting.

Duties of members

- 2.03 Every Member shall uphold the Constitution and comply with these Bylaws.

Member not in good standing

- 2.04 All Members are in good standing except a Member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

Member not in good standing may not vote

- 2.05 A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Membership termination

- 2.06 Any Member who has not paid his annual membership fee or any other subscription or debt due and owing by him to the Society after 18 months has elapsed from the date it became due will automatically cease to be a member.
- 2.07 A person shall cease to be a Member of the Society:
- (a) by delivering his resignation in writing to the Secretary of the Society or delivering it to the address of the Society;
 - (b) on his death, or in the case of a corporation, on dissolution; or
 - (c) on being expelled.
- 2.08 A Member may be expelled by a Special Resolution of the Members passed at a general meeting. The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.

Amount of membership dues

2.09 The amount of the annual membership dues, if any, is determined by the Board.

Part 3 – Directors and Officers

3.01 The number of Directors shall be as fixed by ordinary resolution of the Members from time to time but in any event shall not be less than three (3) or more than twelve (12).

3.02 The Directors shall include the following Officers: President, Vice-president, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-treasurer.

Non-voting Youth Director

3.03 Notwithstanding Bylaw 3.01, the Directors may include one non-voting Youth Director.

Term of appointment

3.04 Directors shall hold office for a two-year term provided each continues to be a Member of the Board during such term. All the Directors shall retire from office at the Annual General Meeting following their 2 year term and their successors shall be elected by the Members entitled to vote. A retiring Director shall be eligible for re-election provided that no Director may serve more than 3 consecutive terms.

Eligibility

3.05 To be eligible to be a Director a member must be at least 18 years of age. To be eligible to be a Youth Director a member must be at least 16 years of age.

3.06 To be eligible for the office of President, Vice President, Secretary or Treasurer a member must have been a member in good standing for 1 year. If there is no eligible Member for a position or if all eligible Members decline that position, the Board may waive the requirement that a member be in good standing for 1 year.

Board Vacancies

3.07 The Directors may at any time and from time to time appoint a member as a director to fill a vacancy in the Directors.

3.08 The office of Director shall be vacated if the Director:
(a) resigns his office by notice in writing to the Society; or
(b) is found to be of unsound mind by a court of competent jurisdiction; or
(c) dies or becomes otherwise incapable of acting as a Director.

3.09 If a Director ceases to hold office as described in Bylaw 3.06, the remaining Directors shall appoint a member to take the place of the former Director. A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society, but is eligible for reelection at the meeting.

3.10 The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term in office.

Term of appointment

3.11 The two year terms of the Directors shall be staggered such that half of the directors including the Secretary and Treasurer will be elected for a two year term every two years and the other two officers and remaining directors will be elected for a two year term on the alternate years.

Election or appointment of directors and officers

3.12 Separate elections must be held for each office to be filled.

3.13 An election may be by acclamation; otherwise it must be by ballot.

3.14 The Directors thus elected or acclaimed pursuant to these provisions will take office at the end of the Annual General Meeting.

Part 4 - Powers of Directors

4.01 The Directors may exercise all such powers and do all such acts and things as 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.

4.02 The Directors may appoint such committees and sub-committees from the membership from time to time as they deem necessary. Any person willing and, in the opinion of the Directors suitable, to act on such committee or sub-committee may be appointed by the Directors whether or not he is a Director of the Society. Every such committee or sub-committee shall be subject to the control of the Directors and shall conform to any regulations that may be, from time-to-time, imposed by the Directors. The Directors may at any time dissolve the committee or sub-committee or terminate any appointment thereto. A Director of the Society shall be an ex-officio member of all committees.

Part 5 - Proceedings of Directors

Calling directors meeting

5.01 The Directors may meet together at the place they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they think fit. A meeting of the Board of Directors may be convened at any time by the President or, in his absence, by the Vice-president, provided that the President or Vice-president shall convene a meeting of the Board when requested to do so by at least two other Directors. The Board must meet at least 4 times per year.

Notice of directors meeting

5.02 Notice of any meeting of the Board of Directors shall be communicated to each Director not less than seven (7) days (exclusive of the day on which the notice is given) before the meeting is to take place, provided that meetings of the Directors may be held at any time without formal notice if all the Directors are present or if those present and absent have waived notice or signified their consent in writing to the meeting being held in their absence.

5.03 A Director who may be absent temporarily from his normal residence may send or deliver to the registered address of the Society a general waiver of notice, which may be by e-mail, letter, or fax, of any meeting of the Directors. Until such waiver is withdrawn:

- (a) no notice of meetings of Directors shall be sent to that Director; and
- (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.

Proceedings valid despite omission to give notice

5.04 The accidental omission to give notice of a directors meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Quorum of directors

5.05 A majority of Directors shall form a quorum for the transaction of business by the Board.

Conduct of directors meetings

5.06 The directors may regulate their meetings and proceedings as they think fit.

5.07 A resolution in writing, signed by all the Directors, is as valid and effective as if regularly passed at a meeting of Directors duly convened and held. Such resolution may be in one or more counterparts, each signed by one or more Directors, which together shall be deemed to constitute one instrument.

5.08 All acts done by any meeting of the Director or of a committee of Directors or by any persons acting as Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. Any decisions arrived at, under the conditions described above, shall be subject to ratification at the next annual general meeting.

5.09 The Directors may make such rules and regulations for the conduct of their affairs and the affairs of the Society as they deem desirable, provided that such rules and regulations are not inconsistent with these Bylaws or the Society Act.

5.10 The Secretary shall cause the minutes of every meeting of Directors to be taken, and such minutes shall be signed by the Chair of the meeting and by the Secretary after approval at the next succeeding meeting.

Directors are prohibited from receiving remuneration

5.11 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

5.12 A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his interest to each other Director and in full accordance with the Society Act.

Directors may be reimbursed for expenses

5.13 Directors may be reimbursed for expenses incurred when engaging in duties and activities on behalf of the Society.

Attendance

5.14 A Director may attend any meeting electronically.

5.15 A Director must attend a majority of Board meetings in each year. Failure to attend a majority of Board meetings, except when the absence has been approved by the Board, will result in automatic removal from office.

Signing authority

- 5.16 A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by another officer together with one other director,
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 6 –Duties of Officers

Role of president

- 6.01 The President is the chief executive officer of the Society and is responsible for doing, or making the necessary arrangements for, the following:
- (a) ensuring the Board adheres to the Society’s Constitution and Bylaws;
 - (b) preparing the Board’s agenda with input from Directors;
 - (c) encouraging Director participation in meetings and activities;
 - (d) overseeing the officers in the execution of their duties;
 - (e) ensuring the Society’s activities are in keeping with its mandate;
 - (f) serving ex officio on all Society committees and attending those meetings as required;
 - (g) chairing general meetings;
 - (h) preparing a report for the Annual General Meeting;
 - (i) recruiting board members and orienting new Directors;
 - (j) working with the Treasurer as required in financial planning and reporting; and
 - (k) signing legal contracts or other records on behalf of the Board

Role of vice –president

- 6.02 In the absence of the President or in the event of his death, inability or refusal to act, the Vice-president shall carry out the duties of the President. The Vice-president shall also perform such duties as from time to time may be prescribed by the President or by the Board of Directors.

Role of secretary

- 6.03 The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) the correspondence of the Society;
 - (b) issuing notices of meetings of the Society and of the Board;
 - (c) recording and keeping minutes of all matters transacted at the meetings of the Board of Directors and Members;

- (d) ensuring the minutes are signed by the chair of the meeting and by the secretary after approval and posted electronically;
- (e) arranging to have the bylaws reviewed regularly and preparing any amendments to the bylaws for approval from the membership;
- (f) maintaining the register of Members as provided for by these Bylaws; and
- (g) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.04 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of Treasurer

6.05 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statement;
- (d) making the Society's filings respecting taxes;
- (e) render financial statements to the directors, members and others when required;
- (f) arranging for the financial statements, when required, to be audited and signed by the auditors.

Part 7 - General Meetings of Members

Time and place of general meeting

7.01 The Annual General Meeting of the Society shall be held at least once every calendar year and not more than 15 months and not less than 10 months after the adjournment of the previous Annual General Meeting.

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

7.03 A general meeting may be held at the time and place the Board determines.

Ordinary business at general meeting

7.04 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of general meeting

7.05 Notice of a general meeting must be given to:

- (a) every member shown on the register of members on the day notice is given, and
- (b) the auditor if Part 12 applies.

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

7.06 Prior notice of a general meeting must be provided to members at least:

- (a) twenty one (21) days before the Annual General Meeting; and
- (b) fourteen (14) days before extraordinary general meetings unless members waive or reduce the period of notice for a particular extraordinary general meeting by unanimous consent.

Notice of meetings must specify the place, the day and the hour of the meeting and be delivered either personally or by phone or by sending it by regular or electronic mail at the address appearing in the register. Non-receipt by any Member of any notice through error or omission shall not invalidate the proceedings of any general meeting.

Notice of special business

7.07 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Quorum

7.08 The quorum for the transaction of business at an annual general meeting is fifteen (15) Members present in person or 25% of the membership whichever is less. The quorum for the transaction of business at a general meeting is five (5) Members present in person or a greater number that the Members may determine at a general meeting. 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, the meeting shall stand adjourned for one week to the same day, hour and place. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting the Members present shall constitute a quorum.

7.09 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be transacted at a general meeting of the Members at a time when a quorum of Members is not present. 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.

Adjournments by chair

7.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

7.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Chair of general meeting

7.12 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair,
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair, or
 - (iv) in the absence of the president and vice-president, and other directors, the Members present shall by simple majority elect a Chairman for the general meeting.

Order of business at general meeting

7.13 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive the president's report and any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Resolutions

7.14 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution. No resolution proposed at a meeting need be seconded and the Chair of a meeting may move or propose a resolution. Following discussion of the subject matter of the motion or resolution, a vote shall be taken.

7.15 No rule, motion or resolution made or passed by the Society in general meeting shall invalidate a prior act of the Directors that would have been valid if that rule, motion or resolution had not been made or passed.

One vote

7.16 At any general meeting of the Members, any Member who is present in person or by proxy shall be entitled to one vote. No Member shall be entitled to more than one vote.

Methods of voting

7.17 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

7.18 Notwithstanding the Bylaws of the Society relating to resolutions by the members, a resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a general meeting duly called and constituted and such resolution shall be reported to and entered in the minutes of the next or some subsequent meeting of the members.

Proxy voting

7.19 A corporation, not being a subsidiary of the Society that is a Member may vote by its proxy holder or by its duly authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a Member.

7.20 A Proxy or an instrument appointing a duly authorized representative of a corporation shall be in writing under the hand of the appointee or of his attorney or, if the appointee is a corporation, under the hand of the duly authorized officer or attorney of that corporation.

7.21 Any person may act as proxy holder, whether or not he is entitled on his own behalf to be present and to vote at the meeting at which he acts as proxy holder. The proxy may authorize the person appointed to act as proxy holder for the appointee at the meeting specified in the proxy.

7.22 A proxy and the power of attorney or other authority, if any, under which it is signed, or a notary certified copy thereof, shall be deposited at the address of the Society or at such other place as is specified for that purpose in the notice calling the meeting not less than 48 hours before the time for holding the meeting at which the person named in the proxy proposes to vote or shall be deposited with the chair prior to commencement of the meeting.

7.23 A proxy may be revoked by instrument in writing executed by the Member or by his attorney authorized in writing and deposited with the Secretary at any time up to and including five o'clock in the afternoon of the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used. Upon such deposit the proxy is revoked. A vote given by a proxy shall be effective notwithstanding the revocation, by death or otherwise, of the authority, providing the Society had not received notice of the revocation within the time and in the manner herein specified.

7.24 Unless the Society Act or any other statute of 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 form following, but may be in an other form that the Directors or the chair of the meeting shall approve:

PROXY

The undersigned, being a member of the Cowichan Station Area Association, hereby appoints _____ or failing him, _____ as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the (annual or extraordinary, as the case may be) general meeting of the Cowichan Station Area Association to be held on the _____ day of _____ and at any adjournment thereof. Signed this _____ day of _____ 20____.

(Signature of Member).

Part 8 - Register of Members

- 8.01 The Board shall keep a record in which the name of every person who is admitted as a Member of the Society is registered, together with the following particulars:
- (a) the full name and resident address of each Member;
 - (b) the date upon which such Member became a Member;
 - (c) the date upon which any Member ceases to be a Member;
 - (d) the class of membership, if provision is made for classes; and
 - (e) such other information as may be required by the Society Act or the Directors.

Part 9 - Register of Directors

- 9.01 The Board shall keep a record in which the names of the Directors of the Society are registered, together with the following particulars:
- (a) the full name and resident address of each Director;
 - (b) the date upon which such Director became a Director;
 - (c) the date upon which such Director ceases to be a Directors;
 - (d) such other information as may be required by the Society Act or the Income Tax Act (Canada) or by resolution of the Directors

Part 10 - Banking and Finances

- 10.01 The Directors shall administer the funds and property of the Society. The funds shall be deposited in a chartered Canadian bank, trust company or credit union. The signing officers are the President, the Secretary, the Treasurer and such other directors as the Board of Directors may nominate, with cheques to be signed by any two of these Directors.
- 10.02 A budget and financial expenditure limit shall be presented annually and set by resolution at a general meeting.
- 10.03 An annual financial statement prepared by the Treasurer shall be examined by either a chartered accountant or by two members of the Society.

Managing Donations

- 10.04 The Society will accept grants, gifts, legacies and bequests in order to carry on the business of the Society as a registered charity.
- 10.05 All donations of money made to the Society shall be paid into its general account and a receipt therefore shall be given. If a donor requests that a particular donation be subject to particular terms and conditions, such directions shall be followed, provided that they are not inconsistent with the Constitution and Bylaws of the Society, and provided that the purpose of such donation falls within the objects set out in the Constitution.

10.06 In the absence of any direction by the donor of monies, it shall be deemed that all contributions are to be used for charitable purposes in accordance with these Bylaws and the Constitution of the Society.

Borrowing

10.07 In order to carry out the purposes of the Society the Directors may borrow money on its behalf and in its name raise or secure the payment or repayment of moneys in such manner as they decide, including by the issue of debentures, provided however that no debentures shall be issued without the sanction of a special resolution of the Members. The Members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next Annual General Meeting.

Investing

10.08 The Directors shall have the power to invest the funds of the Society in term deposits, as they deem advisable, provided that investments may not be made by the Society if they would be contrary to the purposes of the Society or would contravene the provisions of the Income Tax Act and Regulations thereto.

10.09 The Directors shall have the power to purchase, trade, manage, sell, lease and mortgage land and interests in land provided that such transactions are consistent with the Constitution of the Society and are subject to ratification at a general meeting.

10.10 In the absence of any direction by the donor of assets other than monies, the Directors shall have the power to sell, exchange, manage, lease, rent or retain any assets provided that such actions are consistent with the Constitution of the Society.

10.11 In investing the funds of the Society, the Board shall be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its opinion are prudent. Subject to the provisions of the Society Act, a Director shall not be liable for any loss which may result from any such investment.

Part 11 - Auditor

11.01 At each Annual General Meeting the Members of the Society may appoint an auditor to hold office until the close of the next Annual General Meeting and, if at that next Annual General Meeting an appointment is not made, the auditor in office shall continue as auditor until a successor is appointed.

11.02 An auditor may be removed by ordinary resolution of the Members.

11.03 An auditor shall be promptly informed in writing of any appointment or removal.

11.04 No Director and no employee of the Society shall be an Auditor.

Part 12- Inspection of Books and Records

12.01 The books of account, records and minutes of meetings of the Board of Directors and of the Members shall be open for the inspection of any Member upon request and financial information will be provided in such a format as to insure complete and easy tracking of all income and expenditures both by source of funds, and on a project by project basis.

Part 13 – Notice

- 13.01 Unless otherwise provided in these Bylaws, a notice, statement or report may be given or delivered to a Member either by delivery to him personally or by sending it by regular mail, or electronic mail at his address appearing in the register or providing it through the Society website. A notice sent by regular mail shall be deemed to have been given on the second day, Saturdays, Sundays, and holidays excepted, following that on which the notice is posted and, in proving that notice has been given, it shall be sufficient to provide that the notice was properly addressed and sent by prepaid mail from the Cowichan Station area, British Columbia.

Part 14 Liability of Members

- 14.01 No Member of the Society shall in his individual capacity be liable for any debts or liabilities of the Society.

Part 15 Limitation of Liability and Indemnity

- 15.01 Subject to the Society Act, no Director or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act or for any loss, conversion, misapplication or misappropriation of or damage resulting from any dealings with any moneys or other assets belonging to the Society or for any other loss, damage, or misfortune occurring in the execution of the duties of his respective office unless the same shall happen by or through breach of duty or breach of trust of which he may be guilty in relation to the Society.
- 15.02 The Directors may cause the Society to purchase and maintain insurance for the benefit of a Director, officer, employee or agent of the Society, and his heirs and personal representatives, in respect of any personal liability incurred by him in that capacity.

Part 16 - Amendments to Bylaws

- 16.01 Each and every Bylaw contained herein is subject to the provisions of the Income Tax Act (Canada), and amendments thereto, and the Directors or the Members shall not cause the Society to do anything which is in contravention of the said Income Tax Act and, without restricting the generality of the foregoing, the Directors or Members shall not cause the Society to do any act or thing which would cause the Society to cease to qualify as a registered charity under the Income Tax Act.
- 16.02 On being admitted to membership, each Member is entitled to, and the Society must give the Member without charge, a copy of the constitution and bylaws of the Society.
- 16.03 Subject always to compliance with Bylaw 16.01, the Bylaws may be amended only by Special Resolution of the Members of the Society at a meeting of which due notice shall have been given at least 21 days prior to the date of the meeting.

Part 17 - Charitable Status, Voluntary Donations and Bequests, Dissolution

- 17.01 The Directors may determine to make application to the Minister of National Revenue for registration of the Society as a registered charity within the meaning of the Income Tax Act (Canada).
- 17.02 The Society may make all elections and execute all documents necessary to comply with federal, provincial and municipal laws in order to attain its purposes.
- 17.03 The Society may refuse to accept any donations, contributions, gifts or bequests of any kind whatsoever at the sole discretion of the Board of Directors.
- 17.04 The Society may permit donors to establish long term gifts, the income from which would be distributed at the discretion of the Board of Directors, unless the wishes of the donor are specified, subject in all cases to the provisions of the Income Tax Act (Canada).
- 17.05 The Board of Directors is not bound by the wishes of any donor if such wishes are, at the time of the gift or at a future time, inimical to the purposes of the Society or in contravention of any federal, provincial or local laws.
- 17.06 Unless specified by a donor, the Society may establish a common trust fund in which property received by the Society under bequests, devices and nominations is combined for the purposes of facilitating investments.

Dissolution of the Society

- 17.07 Upon the winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries, or wages, and after the payment of any debts of the Society, shall be distributed to one or more charitable institutions with purposes similar to those of the society, or, if this cannot be done, to one or more qualified donees as defined under the provisions of the Income Tax Act (Canada) from time to time in force. **This provision was previously unalterable.**

Part 18 - Standards and Practices

- 18.01 The Society shall be non-profit and non-partisan. The activities of the Society shall be carried on without purpose of personal gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society. **These provisions were previously unalterable.**
- 18.02 The Society will always operate with the highest possible standards of ethics and integrity.
- 18.03 The lack of a statutory rule, law or regulation prescribing a specific level of ethics or integrity, or the existence of a statutory rule, law or regulation prescribing a lower level of ethics or integrity does not reduce the Society's obligations under Bylaw 18.02.