

DOGWOOD HERITAGE SOCIETY OF BC

CONSTITUTION

Name

The name of the Society is the “Dogwood Heritage Society of British Columbia”, hereinafter called “the Society”

Purpose

The purpose of the Society is to provide leadership and encouragement for heritage conservation in British Columbia.

BYLAWS OF THE DOGWOOD HERITAGE SOCIETY OF BC (THE “SOCIETY”)

1. Definitions and Interpretation

1.1. In these Bylaws:

- (a) “Act” means the Societies Act of British Columbia as amended from time to time;
- (b) “Delivery Address” in relation to the registered office of a society, means the delivery address of the registered office set out in the statement of directors and registered office of the society;
- (c) “Board” means the directors of the Society;
- (d) “Bylaws” means these Bylaws as altered from time to time.
- (e) “Directors” means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (f) “member”, in relation to a society, means
 - i. an applicant for the incorporation of the society who remains a member of the society, and
 - ii. a person who becomes, in accordance with the bylaws, a member of the society and who remains a member of the society;
- (g) “ordinary resolution” means any of the following:
 - i. a resolution passed at a general meeting by a simple majority of the votes cast by the voting members;
 - ii. a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;
- (h) “special resolution” means any of the following:
 - i. a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members,
 - ii. a resolution consented to in writing by all of the voting members;

1.2. Society Act Definitions

- (a) The definitions in the Act apply to these Bylaws.
- (b) Plural and Singular Forms
 - i. In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

1.3. Conflict with Act or regulations

- (a) 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.

2. Membership

2.1. Classes of Membership

There will be five (5) classes of voting membership, namely:

- (a) Individual. Any natural Person who supports the purpose of the Society;
- (b) Not-for-Profit Organization or Affiliate. Any not-for-profit organization, professional body or association which supports the purpose of the Society;
- (c) Business. Any business corporation or partnership which supports the purpose of the Society;
- (d) Government. Any government or government agency which supports the purpose of the Society;
and
- (e) Student. Any natural Person who is enrolled at a secondary or post-secondary educational institution and who wishes to support the purpose of the Society.

2.2. Application for Membership

- (a) A person becomes a member after satisfactorily completing the registration and payment requirements, as periodically determined by the Board.
- (b) An organization of more than one individual that is accepted as a Member must designate a Person to exercise the rights of membership on behalf of the Organization.

2.3. Membership not Transferable

- (a) Membership is not transferable

2.4. Duties of the Members

- (a) Every member must uphold the constitution of the Society and must comply with these Bylaws to further, and not hinder, the purposes, aims and objects of the Society.
- (b) The member will uphold the Member Agreement or other member statement as approved by the Board.

2.5. Amount of membership dues

- (a) The amount of the annual membership due must be determined by the board.

2.6. Duration of membership

- (a) Each class of voting membership will extend twelve months from the time the application process is fulfilled.

2.7. Member not in good standing

- (a) A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

2.8. Member not in good standing may not vote

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

2.9. Termination of Membership

- (a) A member's membership in a society terminates when:
 - i. the member's term of membership, if any, expires, or
 - ii. the membership terminates in accordance with the bylaws, or
 - iii. the member does not uphold the constitution of the Society, or comply with these Bylaws to further, and not hinder, the purposes, aims and objects of the Society, or
 - iv. the member does not uphold the Member Agreement, or
 - v. the member resigns, or
 - vi. the member, in the case of an individual, dies or, in the case of a partnership or corporation, dissolves, or
 - vii. the member is expelled in accordance with the bylaws.

- (b) The rights of a person as a member of a society, including any rights in the property of the society, cease to exist when the person's membership in the society terminates.

2.10. Expulsion of Member

- (a) A member may be disciplined or expelled by approval of the Board of Directors or by special resolution.
- (b) Before a member of a society is disciplined or expelled, the society 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 society respecting the proposed discipline or expulsion.
- (c) Information related to discipline and expulsion will be considered confidential.
- (d) Such suspension may be lifted by the Board at a regular meeting of the Directors on application by the suspended member.

3. General Meetings of Members

3.1. Time and Place of General Meeting

- (a) A general meeting must be held at the time, place and means, such as by way of electronic forum, the Board determines.

3.2. Ordinary Business at General Meeting

- (a) At a general meeting, the following business is ordinary business:
 - i. consideration of any financial statements of the Society presented to the meeting;
 - ii. consideration of the reports, if any, of the directors or auditor;
 - iii. election or appointment of directors;
 - iv. appointment of an auditor;
 - v. business arising out of a report of the directors not requiring the passing of a special resolution.

3.3. Notice of General Meeting

- (a) Written notice of the date, time and location of a general meeting must be sent to every member of the society at least 14 days before the meeting, and not more than 60 days before the meeting.
- (b) Notice of a general meeting of a society is deemed to have been sent if
 - i. notice of the date, time and location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address, OR
 - ii. is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society.
 - iii. The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

3.4. Contents of Notice

- (a) A notice of 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 judgement concerning that business.

3.5. Chair of the General Meeting

- (a) The following individual is entitled to preside as the chair of a general meeting:
 - i. the individual, if any, appointed by the Board to preside as the chair;
 - ii. 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, the president,
 - iii. the vice-president, if the president is unable to preside as the chair, or
 - iv. one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

3.6. Alternate Chair of General Meeting

- (a) If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.
- (b) The Society must not issue, publish or distribute financial statements of the society unless the financial statements:
 - i. have been approved by the directors and signed by one or more directors to confirm that the approval was obtained, and
 - ii. have attached to them the auditor's report, if any, on those financial statements.

3.7. Quorum Required

- (a) Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

3.8. Quorum for General Meeting

- (a) A quorum at a general meeting is ten (10) Members in good standing on the date of the meeting.

3.9. Lack of quorum at commencement of meeting

- (a) If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present, (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

3.10. If Quorum cease to be present

- (a) If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3.11. Adjournments by Chair

- (a) 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.

3.12. Notice of Continuation of Adjourned General Meeting

- (a) 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.

3.13. Entitlement to Vote

- (a) Each Member in good standing is entitled to one (1) vote.

3.14. Methods of Voting

- (a) At a general meeting, voting must be by a show of hands, an oral vote or another method, such as electronic polling, 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.

3.15. Announcement of Result

- (a) The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.16. Proxy voting not permitted.

- (a) Voting by proxy is not permitted.

3.17. Matters decided at general meeting by ordinary resolution

- (a) 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.

3.18. Financial Statements

- (a) The financial statements must be prepared in relation to the period immediately after the end of the preceding financial year, and not more than six (6) months before the annual general meeting at which the financial statements are to be presented.

4. Auditor

4.1. Requirement

- (a) The Society is required to appoint an external auditor.

4.2. Appointment

- (a) An auditor will be appointed at an annual general meeting to hold office until he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance with the relevant provisions of the Societies Act and this Part.

4.3. Vacancy in Auditor

- (a) The Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

4.4. Removal of Auditor

- (a) An auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the Societies Act.

4.5. Notice of Appointment

- (a) An auditor will be promptly informed in writing of his, her or its appointment or removal.

4.6. Restrictions on Appointment

- (a) No Director or employee of the Society will act as auditor.

4.7. Attendance at Annual General Meetings

- (a) The auditor may attend general meetings.

5. Directors

5.1. Designation, Election or Appointment of directors

- (a) A designation, election or appointment of an individual as a director is invalid unless the individual consents in writing to be a director of the society, or
- (b) the designation, election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.

5.2. Persons qualified to be directors

- (a) A person is qualified to be a director of a society only if the person is an individual who is at least 18 years of age.
- (b) Despite subsection 5.2.(a), an individual is not qualified to be a director of a society if the individual is
 - i. found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,

- ii. an undischarged bankrupt, or
- iii. convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
- iv. the court orders otherwise,
- v. 5 years have elapsed since the last to occur of the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
- vi. the imposition of a fine,
- vii. the conclusion of the term of any imprisonment, and
- viii. the conclusion of the term of any probation imposed, or
- ix. a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

5.3. Duties of directors

- (a) A director of a society must, when exercising the powers and performing the functions of a director of the society,
 - i. act honestly and in good faith with a view to the best interests of the society,
 - ii. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - iii. act in accordance with this Act and the regulations, and
 - iv. subject to paragraphs (i) to (iii), act in accordance with the bylaws of the society.
- (b) Without limiting subsection (a), a director of a society, when exercising the powers and performing the functions of a director of the society, must act with a view to the purposes of the society.
- (c) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.
- (d) Nothing in a contract or the bylaws of a society relieves a director from
 - i. the duty to act in accordance with this Act and the regulations, or
 - ii. liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the society.

5.4. Validity of acts of directors

- (a) An act of a director is not invalid merely because of a defect in the director's designation, election or appointment or in the qualifications of that director.
- (b) An act of a society is not invalid merely because
 - i. fewer than the required number of directors have been designated, elected or appointed,
 - ii. the residency requirements for the directors have not been met

5.5. No subsequent invalidation

- (a) No rule, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

5.6. Number of Directors on Board

- (a) The Society must have no fewer than six (6) and no more than twelve (12) directors.

5.7. Election or appointment of Directors

- (a) At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

5.8. Term of Office

- (a) The term of office of Directors will normally be two (2) years, with a maximum of three (3) consecutive terms. For purposes of calculating the duration of a Director's term, the term will be deemed to commence at the close of the annual general meeting at which such Director was

elected. The term will conclude at the second annual general meeting following the commencement of the term.

- (b) If the Director was elected or appointed at a time other than an annual general meeting, his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such election or appointment.
- (c) A director will not exceed the duration of the Term of Office as described herein. The director will be absent from the Board for at least one year before he or she is entitled to be elected or appointed. For the purposes of calculating the duration of one year the absence of one year will be deemed to be the period between two consecutive annual general meetings.

5.9. Election by Acclamation

- (a) In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation.

5.10. Director Must be a Member

- (a) A Person must be a Member to be elected or to serve as a Director.

5.11. Employee Not Eligible

- (a) An employee of the Society is not eligible to serve as a Director.

5.12. Directors may fill casual vacancy of Board

- (a) The Board may, at any time, appoint a member as a director to fill a vacancy. At no time will the number of directors exceed that stated in section 5.6.

5.13. Election of Appointed Director

- (a) A director appointed by the Board will be elected by the voting members at the annual general meeting next following such appointment.
- (b) Following election by the membership, the appointed director will commence the first term.

5.14. Removal of Director

- (a) The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.
- (b) A director of a society ceases to hold office when
 - i. the director's term of office, if any, expires,
 - ii. the director ceases, in accordance with the bylaws, to hold office,
 - iii. the director resigns or dies, or
 - iv. the director is removed from office in accordance with section 5.14.

5.15. Resignation of directors

- (a) A director of a society who intends to resign must give his or her resignation to the society in writing, and the resignation takes effect on the later to occur of the following:
 - i. the receipt by the society of the written resignation;
 - ii. if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event,
 - iii. if a date is specified, the beginning of the day on the specified date,
 - iv. if a date and time are specified, the date and time specified, or
 - v. if an event is specified, the occurrence of the event.

5.16. Removal of Officers

- (a) A Person may be removed as an officer by Board Resolution.

5.17. Replacement

- (a) Should the Chair or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay

5.18. Disclosure of director's interest

- (a) This section applies to a director of a society who has a direct or indirect material interest in
 - i. a contract or transaction, or a proposed contract or transaction, of the society, or
 - ii. a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the society.
- (b) disclose fully and promptly to the other directors the nature and extent of the director's interest,
- (c) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter referred to in subsection (a),
- (d) leave the directors' meeting, if any,
 - i. when the contract, transaction or matter is discussed, unless asked by the other directors to be present to provide information, and
 - ii. when the other directors vote on the contract, transaction or matter, and
- (e) refrain from any action intended to influence the discussion or vote.

5.19. Powers of Board

- (a) The Board will have the power to make expenditures, including grants, gifts, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

5.20. Investment of Property and Standard of Care

- (a) If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.
- (b) Investment of property, trust arrangements and expenditures will be passed by special resolution of the board of directors and requiring a vote of 75% of the elected and appointed directors.

5.21. Investment in Mutual or Pooled Funds

- (a) The property of the Society may be invested an agent or delegate of the Board, in any mutual fund, common trust fund, pooled fund or similar investment.

5.22. Investment Advice

- (a) The Directors will obtain advice with respect to the investment of the society's property.
- (b) Such advice will protect the preservation of the society and will support the purposes of the society.

5.23. Delegation of Investment Authority to Agent

- (a) The Directors will delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

5.24. Remuneration of Directors and Reimbursement of Expenses

- (a) A Director is not entitled to any remuneration for acting as a Director, provided however that a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

6. Proceedings and Duties of the Board

6.1. Calling Directors' Meeting

- (a) A directors' meeting may be called by the president or by any three (3) other directors.

6.2. Passing Resolutions

- (a) Any issue at a meeting of the Board which is not required by these Bylaws or the Society Act to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.
- 6.3. Notice of Directors' Meeting**
- (a) At least two (2) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- 6.4. Proceedings valid despite omission to give notice**
- (a) The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a directors, does not invalidate proceedings at the meeting.
- 6.5. Conduct of Directors' Meetings**
- (a) The directors may regulate their meetings and proceedings as they think fit.
- 6.6. Quorum**
- (a) The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.
- (b) A Director who has, or may have, an interest in a proposed contract or transaction with the Society will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction and will absent themselves from the meeting or portion thereof at which the proposed contract or transaction is discussed, unless requested by the Board to remain to provide relevant information.
- 6.7. Chair of Meetings**
- (a) The Chair will, subject to a Board Resolution appointing another Person, preside at all meetings of the Board; but if at any Board meeting the Chair or such alternate Person appointed by a Board Resolution is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.
- 6.8. Proceedings of directors**
- (a) The directors may meet at any location, on any notice and in any manner convenient to the directors.
- (b) The directors of a society may pass a directors' resolution without a meeting if a majority of the directors consent to the resolution in writing or in any other manner provided for in the bylaws.
- 6.9. Procedure for Voting**
- (a) Voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting Directors except that if, before or after such a vote, 2 or more Directors request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 6.10. Resolution in Writing**
- (a) A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 6.11. Election or Appointment to Board Positions**
- (a) At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers. All officers must be Directors. A director, other than the president, may hold more than one position. Officers will hold office until the first meeting of the Board held after the next following annual general meeting. The positions are:
- i. president
 - ii. vice-president

- iii. secretary
- iv. treasurer
- (b) The Board may, by Board Resolution, create and remove such other offices of the Society as it deems necessary and determine the duties and responsibilities of all officers.

6.12. Directors at Large

- (a) Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

6.13. Role of President

- (a) The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

6.14. Role of vice-president

- (a) The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

6.15. Role of secretary

- (a) The secretary is responsible for doing, or making the necessary arrangements for, the following:
 - i. issuing notices of general meetings and directors' meetings;
 - ii. taking minutes of general meetings and directors' meetings;
 - iii. keeping the records of the Society in accordance with the Act;
 - iv. conducting the correspondence of the Board;
 - v. filing the annual report of the Society and making any other filings with the registrar under the Act.

6.16. Absence of secretary from meeting

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

6.17. Role of treasurer

- (a) The treasurer is responsible for doing, or making the necessary arrangements for, the following:
 - i. receiving and banking monies collected from the members or other sources;
 - ii. keeping accounting records in respect of the Society's financial transactions;
 - iii. preparing the Society's financial statements;
 - iv. making the Society's filings respecting taxes.

7. Execution of Instruments

7.1. Signing Authority

- (a) A contract or other record to be signed by the Society must be signed on behalf of the Society:
 - i. by the president, together with one other director,
 - ii. if the president is unable to provide a signature, by the vice-president together with one other director,
 - iii. if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - iv. in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

7.2. No Seal

- (a) The Society will not have a seal.

8. Indemnification

8.1. Indemnification of Directors and Officers

- (a) Subject to the provisions of the Society Act, each Director and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in

connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Society, except in relation to matters as to which he or she will be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" will mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

8.2. Indemnification of Past Directors and Officers

- (a) To the extent permitted by the Society Act, the Society may indemnify every Person heretofore now serving as a Director or officer of the Society and that Person's heirs and personal representative.

8.3. Advancement of Expenses

- (a) To the extent permitted by the Society Act, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

8.4. Approval of Court and Term of Indemnification

- (a) The Society will apply to the court for any approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director and each officer of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

8.5. Indemnification not Invalidated by Non-Compliance

- (a) The failure of a Director or officer of the Society to comply with the provisions of the Society Act, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

8.6. Purchase of Insurance

- (a) The Society will purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

9. Miscellaneous

9.1. Inspection of Records

- (a) A member of the society may, without charge, inspect a society record that is kept by the society as described in Societies Act.
- (b) Member inspection of financial records will be restricted to the annual audited statement. Records for each of the society's financial years, including the record of each transaction, will not be made available for inspection by a member.
- (c) Records that may be considered personal or private by the Board of Directors or designate will not be made available for inspection.

9.2. Participation in Meetings

- (a) The Board may, in their discretion, determine to hold any general meeting or meeting of the Board, and a committee may, in its discretion, determine to hold any meeting of that committee, to allow for participation, whether in whole or in part, by telephone, video conference call or similar communication equipment that allows all the Members, Directors, or Persons participating in the meeting to hear and respond to one another contemporaneously.
- (b) All such Members, Directors, or Persons so participating by approved electronic means in any such meeting will be deemed to be present in person at the stated location of such meeting and,

notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote recorded by the secretary of such meeting. This method of voting may from time to time be used for passing resolutions.

9.3. Right to become Member of other Society

- (a) The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

9.4. Senior Manager

- (a) The board of directors may, from time to time, appoint a senior manager to exercise the directors' authority to manage the activities and internal affairs of the society as a whole or in respect of a principal unit of the society.
- (b) The appointment of a senior manager will be the result of an extraordinary circumstance, as deemed by the board of directors, and will be made for a limited time period.
- (c) The appointment of the senior manager will be made by special resolution requiring a vote of 75% of the elected and appointed directors.

10. Dissolution

10.1. Dissolution

- (a) In the event of the dissolution of the Society, any asset of the Society remaining after satisfaction of its liabilities and the proposed costs of dissolution, shall be distributed to such registered Canadian non-profit educational organization having objectives and purposes similar to the Society as the Executive shall be by resolution determined and recognized by the Department of National Revenue.
- (b) This provision was previously unalterable.