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**File Number: S-0064922**

**THE BRITISH COLUMBIA PROVINCIAL FOOTBALL  
ASSOCIATION**

**I hereby certify that the documents attached hereto are copies of  
documents filed with the Registrar of Companies on December 14, 2015.**



CAROL PREST

*Registrar of Companies*  
PROVINCE OF BRITISH COLUMBIA  
CANADA

## Constitution

1. The name of the society is the " BRITISH COLUMBIA PROVINCIAL FOOTBALL ASSOCIATION " (hereafter called the "Society").
2. The purposes of the Society are:
  - a) To provide and enhance opportunities for persons of any age to play organized football;
  - b) To provide direct and indirect support to football organizations so that they may develop and sustain competitive football programming;
  - c) To ensure the game of football is conducted in a reasonably safe manner by developing appropriate rules and programs for all participants;
  - d) To promote and encourage interest in the game of football;
  - e) To improve the standard and quality of play;
  - f) To develop educational, training and competitive opportunities in support of the football community generally;
  - g) To sanction out of province competition;
  - h) To secure the administrative and financial support necessary to achieve goals;
  - i) To operate without purpose of pecuniary gain to any of its members and any surplus of the Society shall be used solely for the purpose of the Society and the promotion of its objectives; and,
  - j) To affiliate with allied organizations, agencies, corporations and associations generally.
3. The operations of the Society are to be chiefly carried on in the Province of British Columbia
4. Upon dissolution of the Society, the assets which remain after the payment of all charges and expenses which are properly incurred in winding up, shall be assigned and distributed to such organizations as may be involved in the game of football, or to such charitable organization or organizations as may be determined by the members of the Society at the time of dissolution. Any assets that are a result of Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.

## Bylaws of British Columbia Provincial Football Association

### **Part 1 — Interpretation**

1. (1) In these bylaws, unless the context otherwise requires:

"Directors" means the directors of the society from time to time and when used without reference to Member Directors, Elected Directors or Directors at Large shall mean all three (3) of these classes of Directors.

"General Meeting" means an Annual General Meeting or an Extraordinary General Meeting of the members of the Society, unless otherwise specified.

"Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;

"Registered address" of a member means the member's address as recorded in the register of members.

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. 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**

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. (1) An organization may apply to the directors for membership in the Society and on acceptance by the directors is a member and is:
- a) Properly organized association of amateur football belonging to a league competing for a provincial or national championship;
  - b) A properly organized association that is not associated with an existing member body or such other organization directly concerned with the promotion and development of football;
  - c) 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 to the Association and the member is not in good standing so long as the debt remains unpaid;
  - d) Associate membership may be conferred by the Board of Directors upon any person, group, organization, society, company or association having an interest in the further promotion and development of amateur football. Associate members have no voting rights but may attend all general meetings;

- e) Any member may withdraw from the Association at any time by notice to the Association, but upon withdrawal, the member shall not be entitled to a refund of any portion of the fees that he may have paid;
  - f) Each ordinary member shall appoint one (1) representative to the Association and provide documentation of such appointment with the Association prior to the start of the Annual General Meeting
  - g) Made application to the Directors for membership;
  - h) Has complied with the rules and regulations of the Society for the time being in force governing an application for and admission to membership;
  - i) Who has agreed to comply with and be bound by the Constitution and Bylaws of the Society at any time in force.
4. (2) Subject to the *Society Act* and these Bylaws, the Directors shall from time to time make such rules and regulations governing application for admission to membership as they see fit.
4. (3) There will be two (2) classes of membership: Regular Member and Associate Member.
- a) Regular Member - The Regular Member class consists of any amateur football organization operating in British Columbia provided such amateur football organization :
    - i. Has applied and been accepted for membership in this class by the Directors in accordance with the rules and regulations governing admission to membership in place at such time; and,
    - ii. Has been approved by an ordinary resolution of the members of the Society.
  - b) Associate Member – The Associate Member class consists of any non-natural person (including any business, institution or facility) that is engaged in business or other activities related to the conduct of the Society or amateur sports generally, provided:
    - i. Has applied and been accepted for membership in this class by the Directors in accordance with the rules and regulations governing admission to membership in place at such time; and,
    - ii. Has been approved by an ordinary resolution of the members of the Society.
4. (4) Duties of Membership: All members shall remain in good standing, subscribe to and comply with the provisions of the Constitution and Bylaws and pay, when due, all appropriate membership fees.
4. (5) Rights of Membership:
- a) Regular Member:

Each Regular Member shall:

    - i. have the same rights as any other Regular Member;

- ii. have full access to any programs and services of the Society;
- iii. have one vote at any General Meeting; and
- iv. appoint one person to serve as a Director of the Society, which director will be a "Member Director".

(b) Associate Member:

Each Associate Member shall:

- i. have the same rights as any other Associate Member; and
- ii. have access to such programs and services of the Society which are deemed appropriate by the Directors from time to time.

An Associate Member shall *not*:

- i. have a vote at any General Meeting of the Society;
- ii. serve as an Elected Director; or
- iii. hold any office of the Society.

An Associate Member may serve as a Director-At-Large.

5. Every member must uphold the constitution and comply with these bylaws.

6. Membership Fees:

- a) Membership fees shall be determined by the Directors from time to time.

7. Termination of Membership:

(a) An organization or person ceases to be a member of the Society:

- i. by delivering his, her or its resignation in writing to an officer of the Society or by mailing or delivering it to the address of the Society;
- i. in the case of an individual, upon his or her death, or in the case of a corporation, upon its dissolution or windup;
- ii. on being expelled (or in the case of suspension, during the period of any suspension); or
- iii. upon failing to pay the appropriate membership fee within 30 days of the due date.

- (b) Upon termination, any portion of a membership fee paid shall be retained by the Society.

8. Expulsion or Suspension:

(1) A member may be expelled or suspended from the Society by a resolution passed at a special meeting of the Directors called for that purpose.

(2) A member who is identified for expulsion or suspension shall have the right to speak on his/her/its own behalf or assign some other person to do so.

(3) If a suspension is deemed appropriate, the length and terms of the suspension shall be determined by the Directors.

9. All members are in good standing except a member who has failed to pay their current annual membership fee, or any other subscription or debt due and owing by the member to the society and the member is not in good standing so long as the debt remains unpaid.

**Part 3 – Meeting of Members**

10. General Meetings of the society shall be held at the time and place, in accordance with the *Society Act*, that the Directors decide.

11. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

12. The directors may, when they think fit, convene an Extraordinary General Meeting no less than two (2) times per year.

- a. The members of the Society may cause the Directors of the Society to call a General Meeting in accordance with the *Society Act*.

13. (1) Notice of a General Meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

- a. Members must be notified of any General Meeting at least fourteen (14) days prior to the date of any General Meeting or such lesser or greater time period as is required by the *Society Act*.

- (2) The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that General Meeting.
14. The first Annual General Meeting of the society must be held not more than 15 months after the date of incorporation and after that an Annual General Meeting must 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:**

15. Special business is:
- a) All business at an Extraordinary General Meeting except the adoption of rules of order; and
  - b) All business conducted at an Annual General Meeting, except the following:
    - i. the adoption of rules of order;
    - ii. the consideration of the financial statements;
    - iii. the report of the directors;
    - iv. the report of the auditor, if any;
    - v. the election of directors;
    - vi. the appointment of the auditor, if required; and
    - vii. the other business that, under these Bylaws, ought to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the directors issued with the notice convening such Annual General Meeting.
16. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at the general meeting at a time when the quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## 16. (3) Quorum of Meeting:

- a) A quorum is five (5) members present who are entitled to vote.
- b) Business, other than the election of a chair and the adjournment or termination of a General Meeting, must not be conducted at a General Meeting at a time when a quorum is not present.
- c) If at any time during a General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the General Meeting is adjourned or terminated.
- d) If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the General Meeting, if convened on the requisition of members, must 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 General Meeting, a quorum is not present within 30 minutes from the time appointed for the adjourned General Meeting, the members present constitute a quorum and in such cases, it is not necessary to give notice of the adjournment or the business to be conducted at the adjourned meeting.

17. 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, must be terminated, but in any other case, it must 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 the constitute a quorum.

## 18. (4) Chair of Meeting:

- a) Subject to Bylaw 19, the president of the Society, the vice president or, in the absence of both, one of the other Directors present, must preside as chair of a General Meeting.
- b) The Directors may appoint an expert in parliamentary techniques or meeting chairmanship to assist the chair at any General Meeting for the purposes of maintaining proper and orderly conduct of the business of such meeting, provided such person shall not have a vote or say in the specific details of the business being conducted.

## 19. If at a General Meeting:

- a) there is no president, vice president or other Director present within 15 minutes after the time appointed for holding the General Meeting, or
- b) the president, vice president and all the other Directors present are unwilling to act as the chair, the members present shall choose one of their number as a chair of such meeting.



20. (1) Any three (3) or more voting members may, in writing, submit a resolution for consideration at an Annual General Meeting provided such resolutions are submitted to the Directors no later than the first day of the month that is the tenth month following the date of the last Annual General Meeting.  
  
(2) Resolutions thus submitted shall be reviewed by the Directors or by a resolutions committee appointed by the Directors.  
  
(3) The Directors or the resolutions committee shall be entitled to clarify or improve the wording of a resolution without changing its intent, or combine resolutions dealing with related subjects, or request that the proponents amend or withdraw their resolution.
21. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.  
  
(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
22. Voting – At any General Meeting:  
  
(1) A member in good standing present at a meeting of members is entitled to one vote.  
  
(2) voting is by a show of hands, unless a poll is demanded;  
  
(3) all resolutions, save and except special resolutions, shall be passed by a simple majority; and  
  
(4) in the event of a tie vote the resolution shall be deemed to have failed.  
  
(5) Voting by Proxy - Voting by proxy at any General Meeting of the Society is not permitted.
23. A Regular member per 4.(3)(a) may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Regular member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.
24. Conduct of General Meeting – Except as specifically provided in these Bylaws, the Directors shall determine the rules and procedures of any General Meeting, guided by the most current edition of Robert's Rules of Orders Revised. If any member who is entitled to vote objects to the procedures, such Robert's Rules of Orders Revised shall apply.

25. Minutes of General Meetings - Minutes of a General Meeting shall be recorded and made available in printed form to the membership at the next General Meeting or, upon request, sent to a member no earlier than 30 days following the General Meeting in question.

## **PART 5 – DIRECTORS AND OFFICERS**

26. (1) Number of Directors:

a) The Society shall have at least three (3) Directors.

- (2) Classes of Directors:

a) There shall be three (3) classes of Directors, namely *Member* Directors, *Elected* Directors and Directors-At-Large.

- (3) Member Directors:

a) Number -Each Member has the right to appoint one (1) Director.

b) Appointment - The appointment of Directors shall take place at an Annual General Meeting.

c) Vacancy - In the event that:

- i. A Member Director is unable or unwilling to complete their term of appointment, or
- ii. The Member wishes to rescind an appointment of their Member Director,
- iii. the Member must appoint an alternate Director to act as a Director for the balance of the term of the outgoing Team Director and give notice of such appointment to the president and secretary of the Society, in the case of paragraph (i) as soon as practicable, and in the case of paragraph (ii) above no less than thirty (30) days prior to the date the rescission and reappointment are to be effective.

- (4) Elected Directors:

a) Qualification -An Elected Director shall not be a director of any member at least thirty (30) days prior to the date of their nomination and election.

b) Number:

- i. The number of Elected Directors shall at all times be one (1) less than the number of Member Directors.
- ii. At the Annual General meeting following the appointment of the Team Directors pursuant to Bylaw 3 (4) (b) (i), the Directors shall determine the number of Elected Directors to be elected at such Annual General Meeting so as to abide by the restriction set.

- c) List - The notice of the Annual General Meeting shall include a listing of anticipated vacancies for the position of Elected Director and a list of the names of any nominees for the position of the Elected Director.
- d) Nominees\_- The nominees for the position of Elected Directors shall be:
  - i. those persons listed in the Notice of Annual General Meeting;
  - ii. persons nominated by written notice delivered to the president prior to the commencement of the Annual General Meeting; and
  - iii. persons nominated from the floor of such Annual General Meeting.
- e) Acclamation\_- If, at the time of the election of Elected Directors, the number of nominees does not exceed the number to be elected the chair of the meeting shall declare the nominees to be elected as Elected Directors.
- f) Term\_- Elected Directors shall:
  - i. hold office from the time of their election until the commencement of the Annual General Meeting held approximately two (2) years following their election;
  - ii. Elected Directors whose terms are expiring are no longer Elected Directors at the time the Nomination Chair commences election proceedings.
  - iii. not hold office as an Elected Director or Director-At-Large for more than three (3) consecutive terms; and
  - iv. be eligible to serve as an Elected Director following any period of time in which such person acted as an Elected Director or Director-At-Large for three (3) consecutive terms, provided such person does not act as an Elected Director or Director-At-Large for at least one (1) term immediately following such period.
- g) Voting:
  - i. The voting for the election of Elected Directors shall be conducted by either a show of hands or by ballot, which procedure shall be determined by the chair.
  - ii. In the event of an election by ballot, the chair will be responsible for receiving and counting the ballots and for appointing two members who are entitled to vote to act as scrutineers to observe the receiving and counting of ballots.
  - iii. Each nominee or a member appointed by such nominee shall be permitted to observe the counting of the ballots.
  - iv. The nominees receiving the greatest number of votes shall be declared by the chair to be elected.

- v. In the case where an equal number of votes have been cast for two or more nominees, the scrutineers shall place ballots marked with the name of each tied nominee into a suitable container and the chair shall determine the nominees elected by drawing such number of ballots as is necessary to fill the number of vacancies to be filled.
  - h) Destruction of Ballots – Following the election the chair shall call for a motion to have the ballots destroyed. Following the passing of such motion the results of the election shall be final and the ballots shall be destroyed.
  - i) Ceasing to Hold Office – An Elected Director shall cease to hold office upon ceasing to be a General Member of the Society.
  - j) Removal from Office – An Elected Director may be removed from office by a special resolution passed at a General Meeting of the Society and another Elected Director may be elected by ordinary resolution to serve during the balance of such renewed Elected Director's term.
- (5) Directors-At-Large:
- a) Qualification - Directors-At-Large must have personal experience, strategic liaisons or other qualities which, in the opinion of the Directors, are useful, desirable and important to the work of the Society;
  - b) Appointment - The Directors may, from time to time, appoint Directors-At-Large.
  - c) Number – At no time shall the number of Directors-At-Large exceed three (3).
  - d) Term - Each Director-At-Large shall:
    - i. hold office from the time of their appointment until the commencement of the Annual General Meeting held approximately two (2) years following their appointment;
    - ii. not hold office as a Director-At-Large or Elected Director for more than three (3) consecutive terms.

- e) Removal from Office – If, in the opinion of a majority of the Directors, a Director-At-Large has failed to comply with his or her mandate as a Director or in any manner has failed to act in a manner which is conducive to the well-being of the Members of the Society, the Directors may rescind the appointment of such Director-At-Large and fill any vacancy thus created pursuant to these Bylaws.
- (6) First Elections - For the purpose of achieving a continuity of turnover the Directors shall determine a fair and equitable procedure which would assign new Elected Directors or Directors-At-Large to a term of one, two or three years, in order to establish a pattern of Directors' terms so as to implement two year terms of office.
- (7) Vacancy in Directors - Where a vacancy occurs in the Elected Directors or in Directors-At-Large (the former Director being the "departed Director") the remaining Directors may by majority vote appoint a member otherwise eligible to be an Elected Director or a Director-At-Large as the case may be, to fill the vacancy thereby until the next cycle of elections for Elected Directors or appointments of Directors-At-Large shall take place. If the departed Director upon his or her deemed resignation would have had more than a year remaining in his or her term, upon the next such cycle of elections occurring, there shall be a new election or appointment as the case may be to replace the departed Director, and such replacement Director so elected or appointed shall hold office for the remaining term that the departed Director would have sat for but for such departed Director's resignation or deemed resignation. If the departed Director upon his or her resignation or deemed resignation had less than a year remaining in his or her term, upon the next such cycle of elections occurring, the Director so appointed shall hold office until the next Annual General Meeting shall take place and new Directors shall take office.
- (8) Deemed Validity of Acts - No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- (9) Duties and Powers of Directors - Responsibility for the policies, procedures and direction of the Society as well as the setting and enforcement of the Rules of Play governing the conduct of the Team Members shall be vested in the Directors. In addition to the powers and authority given by the Constitution and Bylaws or otherwise expressly conferred upon them, the Directors may exercise all such powers of the Society and do all such acts on its behalf as are not by the Society Act or any of these Bylaws required to be done by the Society at a General Meeting of the Society. The Directors shall have full power to make such rules and regulations as they deem necessary, provided that such rules and regulations are not inconsistent with the Constitution and Bylaws of the Society.
- (10) Power to Appoint Committees - To better achieve the purposes of the Society, the Directors shall have the power to appoint committees which are intended to

assist the Directors in their work and to determine the make up and the structure of those committees. The Directors shall not however, have the power to delegate their powers and duties to any committee.

- (11) Directors Meetings - 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.
- (12) Quorum - The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.
- (13) Chair - The president shall be chairman of 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 chair; but if neither is present the Directors may choose one of their number to be chair at that meeting.
- (14) Absence - A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, email, or facsimile transmission, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
  - (a) no notice of meeting of the Directors shall be sent to that Director; and
  - (b) any and all meetings of the Directors, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
- (15) Participation - A Director who is entitled to participate in, including vote at, a meeting of Directors may participate in person or by telephone or other communication medium if all Directors participating in the meeting; whether by telephone or by other communications medium or in person are able to communicate with each other, and a Director participating by telephone or other such communications medium is deemed for the purposes of these Bylaws to be present at the meeting.
- (16) Voting:
  - a) Matters arising at a meeting of directors and committees of Directors shall be decided by a majority vote.
  - b) In case of an equality of votes the chair does not have a second or casting vote and if the equality of votes cannot be resolved, the motion shall be deemed to have failed.

- c) During any given vote, there cannot be more Elected Directors voting than Member Directors

(17) Resolutions in Writing - 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 the Directors.

(18) Director's Remuneration:

- a) No Director shall receive remuneration from the Society for his or her duties.
  - b) In any case, personal expenses incurred by the Directors in the course of conducting legitimate Society business, shall be reimbursed dollar for dollar. No Director shall be out of pocket for the conduct of legitimate Society business.
27. (1) Named Officers - The officers of the Society shall consist of the president, the vice-president, and the treasurer. All officers shall be Directors.
- (2) Term of Office – The officers shall serve in their respective offices for a term of one (1) year.
- (3) Election – The president, vice-president and treasurer of the Society shall be elected by a majority vote of the eligible Directors present at the first meeting of the new Directors held after the Annual General Meeting.
- (4) Eligibility - Elected officers are, if otherwise qualified, eligible for re-election.

**PART 7 – DUTIES OF OFFICERS**

28. (4) Duties and Powers of the Officers:

- (a) President - The president shall be the Principal officer of the Society, subject to Bylaw 18 (4) (a), shall chair all meetings of the Directors and subject to Bylaw 19, shall chair all General Meetings and shall be a member of all committees of the Directors ex officio.
- (b) The Vice-President:
  - i. The vice-president shall generally assist the president and shall, in the temporary absence or disability of the president, perform his or her duties and possess his or her authority.
  - ii. Upon the expressed assignment of the president, the vice-president may appear, speak and act on behalf of the president in certain circumstances where the president is required, but unable to attend.

- iii. Subject to ratification of the Directors at the time of election of officers, the vice-president shall upon expiry of the term of the current president, become the next president.

(c) The Treasurer:

- i. The treasurer, under the direction and control of the Directors, shall be the custodian of the funds of the Society.
- ii. The treasurer shall account for all monies raised through membership fees and from any other source on behalf of the Society and shall pay all bills and accounts incurred by the Society in the course of its legitimate activities.
- iii. The treasurer shall present a Notice to Reader prepared by an Accounting Firm, unless an audited report of the financial position of the Society is requested, per sections 30., at every Annual General Meeting.

- (5) Removal of Officers - Officers may be removed from office (and a replacement officer may be appointed) by a majority vote of the Directors. Officers so removed may remain as Directors. A replacement officer shall hold office until the next election of officers pursuant to Bylaw 27 (3).



## Part 8 - FINANCES

29. (1) Signing Officers - For the purposes of directing the financial affairs of the Society, the signing officers shall be the president, the vice-president and the treasurer, or other Directors from time-to-time who may be designated as a signing officer for the purpose of efficient and effective financial management.

(2) Fiscal Year - The Fiscal Year of the Society shall be determined by the Directors.

(3) The Funds of the Society - The funds of the Society shall be kept in an account in a Canadian chartered bank or trust company in the name of the Society and if not immediately required may be invested into any form of property or security in which a prudent investor might invest.

30. Audits of the Accounts – At the request and vote of Regular Members 4.(3)(a), the Directors shall present before the Regular and Associate memberships at the Annual General Meeting, an audited financial statement showing all income, expenditures, assets and liabilities of the Society during the preceding fiscal year and which otherwise complies with any and all other requirements of the *Society Act*. The request and vote for an audited financial statement for the forth coming year must be carried out at a General Meeting with the members, a minimum of 3 months prior to the Annual General meeting. The cost of the audit will be the sole responsibility of the membership, outside of the annual membership fees.

The audited statement shall be approved by the Directors before being so presented, such approval being evidenced by the signatures of at least two or more Directors.

31. The Accounting Firm – The Accounting Firm shall be appointed at the Annual General Meeting and shall remain in that capacity until the next Annual General Meeting. The Accounting Firm must be certified to prepare a Notice to Reader and/or audit the accounts, as required, of the Society under all relevant laws and in no case shall an officer or Director be appointed as an auditor.

## PART 9 - BORROWING

32. Raising and Borrowing of Funds - The Directors of the Society shall have the power to borrow, raise or secure the payment of funds in any manner which is consistent with the *Society Act* and the Constitution and Bylaws and which is intended to facilitate the operations of the Society and/or the well being of its members.

33. No debenture, mortgage, pledge, trust deed or security agreement of any nature or kind shall be issued without the sanction of a special resolution.

**Part 10 - INDEMNITY AND PROTECTION OF DIRECTORS,  
OFFICERS AND EMPLOYEES**

34. (1) Indemnification of Directors - Subject to the provisions of the *Society Act*, the Directors shall cause the Society to indemnify a Director or former Director of the Society and the Directors may cause the Society to indemnify a Director or former Director of any subsidiary of the Society and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or them including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he is or they are made a party by reason of his or their being or having been a Director of the Society or former Director of the Society or a Director or former director of a subsidiary of the Society, including any action brought by the Society or any such subsidiary of the Society. Each Director of the Society on being elected or appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
- (2) Indemnification of Officers, Employees and Agents - Subject to the provisions of the *Society Act*, the Directors may cause the Society to indemnify any officer, employee or agent of the Society or of any subsidiary of the Society (notwithstanding that he is also a Director) and his heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or them and resulting from his acting as an officer, employee or agent of the Society. In addition, the Society shall indemnify the elected officers, and their respective heirs and legal representatives against all costs, charges and expenses whatsoever incurred by all or any one of them and arising out of the functions assigned to them by the *Society Act* or these Bylaws and each such person shall on being appointed be deemed to have contracted with the Society on the terms of the foregoing indemnity.
- (3) Indemnification Continues - The failure of a Director or officer, employee or agent of the Society to comply with the provisions of the *Society Act* or of the Constitution or these Bylaws shall not invalidate any indemnity to which he is entitled under these Bylaws.
35. (4) Honesty and Good Faith:
- (a) For greater certainty, the indemnification provided for under Bylaws 34.1 and 34.2 shall in all cases be conditional on the person:
- i. having acted honestly and in good faith with a view to the best interests of the Society; or
  - ii. having exercised the care, diligence and skill of a reasonably prudent person; or

- iii. in the case of a criminal or administrative act or proceeding, having grounds for believing his or her conduct was lawful.
  - (b) The determination of any action, suit or proceeding by judgment, order, settlement, conviction or otherwise, shall not of itself, create a presumption that the person concerned did not act honestly and in good faith and in the best interests of the Society or any subsidiary of the Society of which he is or was a Director, officer, employee or agent and did not exercise the care, diligence, and skill of a reasonably prudent person, and with respect to any criminal or administrative action or proceeding, did not have reasonable grounds to believe that this conduct was lawful.
- (5) Insurance - The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, officer, employee or agent of the Society or as a Director, officer, employee or agent of any subsidiary of the Society, or as a Director, officer, employee or agent of a corporation, partnership, joint venture, trust or other enterprise for which he is serving at the request of the Society, and his heirs or personal representatives against any liability incurred by him as such Director, officer, employee or agent.

## **PART 11 - THE SEAL**

36. Custody of the Seal - The Seal of the Society shall be kept in the custody of the treasurer.

37. Affixing the Seal - The Seal of the Society shall not be affixed to any document or instrument except in the presence of the following persons, namely:

- (a) any two Directors; or
- (b) the president or the treasurer; or
- (c) such person or persons as the Directors may from time to time by resolution appoint;

and the said Directors, officers, person or persons in whose presence the seal is so affixed to an instrument shall sign such instrument. For the purpose of certifying under seal true copies of any document or instrument or resolution the seal may be affixed in the presence of any one of the foregoing persons.

## **Part 9 - MAINTENANCE OF MINUTES AND RECORDS**

38. Keeping of the Minutes and Records - The Directors shall ensure that the minutes of general meetings of the membership and minutes of meeting of the Directors, and all other necessary books and records of the Society required by the *Society Act*, the Bylaws and any other applicable statute or law are regularly and properly kept.

39. Inspection of the Records - The books and records of the Society shall be open to inspection by the members upon reasonable prior notification during normal business hours at the offices of the Society.

**PART 12 – AMENDING THE CONSTITUTION AND BYLAWS**

40. Resolution to Amend - The Constitution and Bylaws of the Society may be amended in the manner set out in the *Society Act*.