

**NOTICE OF SPECIAL RESOLUTIONS  
OF THE FRASER FORT GEORGE REGIONAL MUSEUM (the "Society")**

The following special resolution will be proposed for approval at the Annual General Meeting of the Society to be held on \_\_\_\_\_.

**1) ADOPTION OF NEW BYLAWS**

IT IS RESOLVED as a special resolution that the existing bylaws of the Society be deleted and that the form of bylaws attached hereto as Schedule A be adopted as the bylaws of the Society in substitution for, and to the exclusion of, the existing bylaws of the Society.  
*See attached Schedule A.*

Schedule A

**BYLAWS  
OF THE  
FRASER FORT GEORGE REGIONAL MUSEUM**

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**BYLAWS  
OF THE  
FRASER FORT GEORGE MUSEUM SOCIETY  
DBA The Exploration Place Museum + Science Centre**

**PART 1 – DEFINITIONS AND INTERPRETATION**

**DEFINITIONS**

**1) In these Bylaws:**

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Address of the Society**” means the address of the Society as filed from time to time with the Registrar;

“**Board**” means the Trustees of the Society;

“**Board Resolution**” means:

- a. A resolution passed by a simple majority of votes cast in respect of the resolution by the Trustees entitled to vote on the matter:
  - i. In person at a duly constituted meeting of the Board,
  - ii. By Electronic Means in accordance with these Bylaws, or
  - iii. By combined total of the votes cast in person and by Electronic means; or
- b. A resolution that has been submitted to all Trustees and consented to in writing by two-thirds (2/3) of the Trustees who would have been entitled to vote on the resolution at the meeting of the Board.

and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;

“**Bylaws**” means these Bylaws as altered from time to time.

“**Electronic Means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- a. in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and

- b. in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

**“General Meeting”** means a meeting of the Members, and includes any annual general meeting and any special general meetings of the Society;

**“Officers”** or **“Officer”** means the persons or person in the positions set out in, or created under, section 67;

**“Ordinary Resolution”** means:

- a. a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
  - i. in person at a duly constituted General Meeting, or
  - ii. by Electronic Means in accordance with these Bylaws, or
  - iii. by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- b. a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;

**“Registered Address”** of a Member or Trustee means the address of that Person as recorded in the register of Members or the register of Trustees;

**“Registrar”** means the Registrar of Companies of the Province of British Columbia;

**“Society”** means the Fraser Fort George Regional Museum;

**“Special Resolution”** means:

- a. a resolution passed by the threshold of votes required by the Act cast in respect of the resolution by those Members entitled to vote:
  - i. in person at a duly constituted General Meeting,
  - ii. by Electronic Means in accordance with these Bylaws, or
  - iii. by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- b. a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;

**“Trustee”** means a director of the Society as defined by the Act.

**Definitions in Act apply**

2) The definitions in the Act apply to these Bylaws.

**Conflict with Act or regulations**

3) If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, prevail.

## **PART 2 – MEMBERS**

### **Application for membership**

- 4) A person or family unit may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

### **Classes of Membership**

- 5) There will be 3 classes of voting membership on the Society, being the:
  - a) Individual Members,
  - b) Family Members, and
  - c) Honorary Life Members.
- 6) Individual Members shall be adult persons who wish to actively participate in the affairs of the Society by the exercise of full voting privileges in accordance with the provisions of these By-Laws.
- 7) Family members shall be persons comprising a family unit, residing in one residence, who as a unit wish to participate in the affairs of the Society by the exercise of full voting privileges. Family members have one vote as a family unit which may only be exercised by an adult member of the family unit.
- 8) Honorary Life Members shall be persons who have been selected by the Museum's Trustees as persons who have made significant contributions to the preservation and promotion of regional heritage and/or who have contributed to the development of the Society.

### **Duties of members**

- 9) Every member must uphold the constitution of the Society and must comply with these Bylaws and must further and not hinder the purposes, aims and objects of the Society.

### **Amount of membership dues**

- 10) The Board will, by Board Resolution, determine the annual membership dues, if any, for each class of membership and once determined the dues are deemed to continue at that amount until altered by the Board.
- 11) The Board may:
  - a) determine and arrange for the efficient collection of membership dues;
  - b) determine that different membership dues, or methods of calculating such membership dues, will apply to Members in certain established categorical circumstances;
  - c) determine that membership dues may be pro-rated in certain circumstances; and

- d) grant an exemption from payment of dues in specific cases of hardship or other appropriate circumstances, in the Board's sole discretion.

Every Member is responsible to pay all applicable Membership Fees when due and owing. Late payments will be charged interest in accordance with the Regulations set by the Board.

### **Member not in good standing**

12) 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.

### **Member not in good standing may not vote**

13) A voting member who is not in good standing

- a) may not vote at a general meeting,
- b) is not entitled to the benefits of membership,
- c) may only participate in programs or initiatives of the Society at the discretion of the society, and
- d) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Cessation of Membership**

14) A person or family unit will immediately cease to be a Member upon:

- a. delivering his or her or their resignation in writing to the Secretary of the Society or upon delivering it to the address of the Society;
- b. upon his or her death; or in the case of a family unit, upon the death of all adults in the family unit;
- c. upon being expelled; or
- d. upon ceasing to be in good standing for a period of sixty (60) consecutive days

All rights and privileges of a member end immediately on cessation of membership.

### **Rights of Membership**

15) In addition to such rights as may be provided by the Act, a Member in good standing has the following rights and privileges of membership, by class:

#### **Individual Member and Honorary Life Member**

- a. to receive notice of, and to attend, all General Meetings;

- b. to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- c. to exercise a vote on matters for determination by the Members;
- d. to nominate for election as a Trustee, in accordance with these Bylaws;
- e. may be nominated, if qualified in accordance with these Bylaws, to stand for election as a Trustee or Officer of the Society;
- f. may serve on committees of the Society, as invited; and
- g. may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Society from time to time.

**Family Member, as a unit**

- a. to receive notice of, and to attend, all General Meetings;
- b. to, through one adult member of the family unit, make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- c. to, through one adult member of the family unit, exercise a vote on matters for determination by the Members;
- d. to, through one adult member of the family unit, nominate for election as a Trustee, in accordance with these Bylaws;
- e. one adult member of the family unity, may be nominated, if qualified in accordance with these Bylaws, to stand for election as a Trustee or Officer of the Society;
- f. one adult member of the family unit may serve on committees of the Society, as invited; and
- g. may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Society from time to time.

**No Distribution of Income to Members**

- 16) No part of the income of the Society will be paid to or for the benefit of any Member, and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society.

### **Part 3 – General Meetings of Members**

#### **Time and place of general meeting**

17) A general meeting must be held at the time and place and in accordance with the Act, as Board determines.

#### **Notice of General Meeting**

18) The Society will provide notice of every General Meeting to each Member as follows:

- a) by e-mail sent to the address provided by each Member who has provided the Society with an e-mail address, not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting; and
- b) by posting notice of the General Meeting on the Society's website for Members, for at least twenty-one (21) days immediately prior to the date of the General Meeting.

#### **Omission of Notice**

19) The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

#### **Ordinary business at general meeting**

20) 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 Trustees or auditor;
- d) election or appointment of Trustees;
- e) appointment of an auditor, if any;
- f) business arising out of a report of the Trustees not requiring the passing of a special resolution.

### **Notice of special business**

21) 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.

### **Electronic Participation in General Meetings**

22) The Board may, in its discretion, determine to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

23) Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

24) Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

### **Chair of general meeting**

25) 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, or
  - iii) one of the other Trustees present at the meeting, if both the President and Vice-President are unable to preside as the chair.

### **Alternate chair of general meeting**

26) 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.

## **Quorum**

- 27) 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.
- 28) The quorum for the transaction of business at a general meeting is 7 voting members.
- 29) 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.
- 30) 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.

## **Adjournments by chair**

- 31) 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**

- 32) 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.

## **Order of business at general meeting**

- 33) 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 audited financial statement of the Society for the previous calendar year and the auditor's report, if any,
  - ii. receive any other reports of Trustees' activities and decisions since the previous annual general meeting,
  - iii. elect or appoint Trustees, 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; and
- h) terminate the meeting.

**Methods of voting**

34) 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.

**Proxy voting not permitted**

35) Voting by proxy is not permitted.

**Matters decided at general meeting by ordinary resolution**

36) 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.

## **Part 4 – Trustees**

### **Number of Trustees on Board**

37) The Society must have no fewer than 5 and no more than 13 Trustees.

### **Composition of the Board**

38) The Board will be composed as follows:

- a) up to ten (10) Elected Trustees elected or acclaimed in accordance with these Bylaws;
- b) up to two (2) Trustees appointed as follows:
  - i. Up to (1) Sports Hall of Fame Trustee who is selected by an appointment on approval of the Board of Trustees of the Prince George Sports Hall of Fame Society
  - ii. Up to one (1) Lheidli T'enneh Trustee who is a representative of the Lheidli T'enneh Band to be selected by an appointment and;
- c. The Past-President, if any.

All Trustees must be Members in good standing of the Society.

### **Invalidation of Acts**

39) No act or proceeding of the Board is invalid by reason only of there being less than the required number of Trustees in office.

### **Nomination of Trustees**

40) Nominations for election as a Trustee must be made in accordance with the applicable provisions of these Bylaws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these Bylaws.

41) All nominations are subject to the following rules:

- a) all nominations must be made in writing, in a form established by the Society;
- b) a nominee must be qualified in accordance with the Act;
- c) a nomination must be signed by the nominating Member and by the Member nominated;
- d) a Member may not nominate more nominees than the total number of Trustee positions available for election at the time; and
- e) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by policy. Nominations will not be permitted from the floor at a General Meeting.

### **Election or appointment of Trustees**

- 42) At each annual general meeting, the voting members entitled to vote for the election of those Trustee positions set out in section 40(a) must elect or appoint those Trustees to the Board, unless the Trustees are acclaimed.
- 43) In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Trustee that will become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.
- 44) The appointment of Trustees pursuant to section 40(b) may occur at any time to fill a vacancy or at the next General Meeting, as determined by the Board.

### **Nomination and Election Policies**

- 45) The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination, election or appointment of Trustees as it determines are necessary or prudent for the Society, provided that no such policy or procedure may be contrary to the Act or these Bylaws.

### **Trustees may fill casual vacancy on Board**

- 46) The Board may, at any time, appoint a member as a Trustee to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Trustee during the Trustee's term of office.

### **Term of elected or appointed Trustees or of Trustee filling casual vacancy**

- 47) A Trustee appointed by the Board to fill a vacancy ceases to be a Trustee at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 48) The term of office for Trustees will normally be as follows:
- a) For Elected Trustees the term shall be two (2) years;
  - b) For Sports Hall of Fame or Lheidli T'enneh appointees, the term shall be one (1) year;

However, where the Board is filling the vacancy of an Elected Trustee, the Board may by Board Resolution determine that some or all vacant Trustees' positions will have a term of less than two (2) years, the length of such term to be determined by the Board in its discretion.

49) For purposes of calculating the duration of a Trustee's term of office, the term will be deemed to commence at the close of the annual general meeting at or prior to which such Trustee was elected.

### **Consecutive Terms and Term Limits**

50) Trustees may be elected, appointed or acclaimed for up to six (6) consecutive years, by any combination of terms. Term Limits may be extended to balance the need for Board renewal with retaining dedicated and contributing long-service volunteers in order to strengthen the Board.

51) Notwithstanding the foregoing, the Trustee's term of a person who has been elected by the Board to serve as President in the following year will automatically be extended for a further two (2) years, notwithstanding that the foregoing term limits have been or will be exceeded.

### **Past-President**

52) The Person who was President in the term immediately preceding the current term who has not been re-elected to the Presidency, if he or she consents, will become the Past-President for a further term of two (2) years, and the term of such Person as a Trustee will be automatically extended for the duration of that period.

### **Extension of Term to Maintain Minimum Number of Trustees**

53) Every Trustee serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Trustees would fall below five (5), the Person or Persons previously elected as Trustees may, if they consent, continue to hold office, and the term of such Trustee or Trustees is deemed to be extended, until such time as successor Trustees are elected

## **Part 5 – Trustees’ Meetings**

### **Calling Trustees’ meeting**

54) A Trustees’ meeting may be called by the President or by any 2 other Trustees. The Board may, in its discretion, hold any meeting in whole or in part by Electronic Means.

### **Notice of Trustees’ meeting**

55) At least 2 days’ notice of a Trustees’ meeting must be given unless all the Trustees agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

56) The accidental omission to give notice of a Trustees’ meeting to a Trustee, or the non-receipt of a notice by a Trustee, does not invalidate proceedings at the meeting.

### **Conduct of Trustees’ meetings**

57) The Trustees may regulate their meetings and proceedings as they think fit.

### **Quorum of Trustees**

58) The quorum for the transaction of business at a Trustees’ meeting is the lesser of 5 or a majority of the Trustees.

## **Part 6 – Board Positions**

### **Election or appointment to Board positions**

59) Trustees must be elected or appointed to the following Board positions, and a Trustee, other than the President, may hold more than one position:

- a) President;
- b) Vice-President;
- c) Treasurer; and
- d) Secretary.

### **Role of President**

60) The President is the chair of the Board and is responsible for supervising the other Trustees in the execution of their duties. The President may speak on behalf of the Society and the Board and will normally preside at all General Meetings and meetings of the Board.

### **Role of Vice-President**

61) 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.

62) The Vice-President will assist the President in the performance of his or her duties and will, in the absence of the President, perform those duties. The Vice-President shall also perform such additional duties as may be assigned by the Board.

### **Role of the Treasurer**

63) The Treasurer shall provide financial leadership to the Society.

### **Role of the Secretary**

64) The Secretary is the custodian of the organization's records. The Secretary is responsible for maintaining accurate documentation and meeting legal requirements such as annual filing deadlines.

### **Officers**

65) The Officers of the Society are the President, Vice-President, Secretary and Treasurer, together with such other Officers, if any, as the Board, in its discretion, may create. The above required Officers must be Trustees and Members in good standing.

- 66) The Officers will be elected by Board Resolution in accordance with such regulations and procedures as may be established by the Society from time to time.
- 67) The Board may, by Board Resolution, create and remove such other Officers of the Society as it deems necessary and determine the duties and responsibilities of all Officers.
- 68) The term of Office for each Officer what be one (1) year, commencing on the date the Trustee is elected. There are no term limits for Officers.

## **Part 7- Executive Director**

### **Appointment of Executive Director**

69) The Board shall appoint an Executive Director and is responsible to evaluate the Executive Director's performance from time to time.

### **Duties of Executive Director**

70) The Executive Director will be responsible to manage the administration and operations of the Society. The Executive Director shall direct and manage the Society's staff and administrative offices and shall regularly report to and advise the Board on all matters relevant to the affairs of the Society.

### **Removal of Executive Director**

71) The Executive Director may be removed by Board Resolution.

## **Part 8 – Indemnification and Signing Authority**

### **Indemnification of Trustees and Eligible Parties**

- 72) To the extent permitted by the Act, each Trustee and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:
- a. is or may be joined as a party to such legal proceeding or investigative action; or
  - b. is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

### **Purchase of Insurance**

- 73) The Society may purchase and maintain insurance for the benefit of any or all Trustees, Officers, employees or agents against personal liability incurred by any such Person as a Trustee, Officer, employee or agent.

### **Signing authority**

- 74) 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 Trustee or the Executive Director;
  - b. if the President is unable to provide a signature, by the Vice-President together with one other Trustee or the Executive Director;
  - c. if the President and Vice-President are both unable to provide signatures, by either any 2 other Trustees or 1 Trustee and the Executive Director; or
  - d. in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **Part 9 – Financial Matters**

### **Borrowing Powers**

75) In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

### **Restrictions on Borrowing Powers**

76) The Members may by Special Resolution restrict the borrowing powers of the Board.

### **Auditor**

77) The Society shall have an auditor.

78) The board shall make appointments to fill all vacancies occurring in the office of auditor.

79) At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-elected or his successor is elected, at the next following annual general meeting.

80) An auditor may be removed by an ordinary resolution at a General Meeting.

81) An auditor shall be promptly informed in writing of his or her appointment or removal.

82) No Trustee and no employee of the Society shall be auditor.

83) The auditor is entitled to attend and to be heard at General Meetings of the Society and to receive every notice and other communication relating to the meeting that a member of the Society is entitled to receive.

## Part 10 – Miscellaneous

### Cooperation

84) The Society shall have the right to subscribe to, become a member of and cooperate with any other society, foundation, corporation or association whether incorporated or not, whose purposes or objectives are in whole or in part similar to the Society's purposes.

### No gain for members

85) The purpose of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its purposes. ***This section was previously unalterable.***

### Dissolution

86) In the event of the dissolution of the society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the society at the time of dissolution provided that such organization or organizations shall be registered charity recognized by Revenue Canada Taxation as being qualified under the provisions of the Income Tax Act of Canada from time to time in effect. If effect cannot be given to the aforesaid provisions then such funds shall be given or transferred to a suitable level of local government. ***This section was previously unalterable.***

### Bylaws

These Bylaws may not be altered or added to except by Special Resolution

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***Adopted by Special Resolution: \_\_\_\_\_, 2019.***