CONSTITUTION

1. The name of the society is B.C. Principals’ & Vice-Principals’ Association.

2. The purposes of the society are to:

   (A) represent, develop and promote the professional and economic interests and welfare of its members;

   (B) foster education leadership as a means of promoting and advancing education at all levels and for all people;

   (C) encourage wide communication and involvement among members;

   (D) maintain a strong organization through constant assessment of efficiency and effectiveness of its activities;

   (E) promote excellence in personnel practices;

   (F) render assistance to members on any matter, upon request and when not inconsistent with the policies of the association; and

   (G) support and coordinate professional development activities for members.

3. This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.
Part 1 - Definitions and Interpretation

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

(a) “Active Member” means any person who was a member (as such term was defined under the former bylaws of the Association, in force immediately prior to the in-force date of these Bylaws) of the Association on the date these Bylaws came into force and any person who has subsequently become an Active Member in accordance with these Bylaws and, in either case, has not ceased to be an Active Member;

(b) “Association” means the B.C. Principals’ & Vice-Principals’ Association or such other name by which the Association becomes known if it changes its name in accordance with the Societies Act and these Bylaws;

(c) “Board” means the Directors acting as authorized by the Societies Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;

(d) “Board Resolution” means:

(i) a resolution passed by a simple majority of the votes cast by those Directors who are entitled to vote on such matter:

(A) at a duly constituted meeting of the Board (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means);

(B) to the extent permitted by these Bylaws, by Electronic Means; or

(C) a combination of votes cast at a meeting of the Board and, to the extent permitted by these Bylaws, by Electronic Means; or

(ii) a resolution that has been consented to in writing by every Director who would have been entitled to vote on the resolution at a meeting of the Board;

(e) “Bylaws” means the bylaws of the Association as filed with the Registrar and as may be altered from time to time in accordance with the Societies Act;

(f) “Chapter” means a local chapter of the Association formed in accordance with these Bylaws;
(g) “Chapter Council” means the council formed pursuant to Part 6 of these Bylaws;

(h) “Constitution” means the constitution of the Association as filed with the Registrar, and as may be altered from time to time in accordance with the Societies Act;

(i) “Directors” means those individuals who are, or who subsequently have become, directors of the Association in accordance with these Bylaws and who have not ceased to be directors;

(j) “Electronic Means” means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium, that:

(i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location, and

(ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;

(k) “Executive Director” means the person appointed by the Board as the Executive Director of the Association;

(l) “Honorary Life Member” means any person who was an honourary life member of the Association on the date these Bylaws came into force and those persons who subsequently have become honourary life members in accordance with these Bylaws and, in either case, who have not ceased to be honourary life members;

(m) “Income Tax Act” means the Income Tax Act, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;

(n) “Members” means all of the members of the Association, regardless of class of membership;

(o) “Ordinary Resolution” means:

(i) a resolution passed by a simple majority of the votes cast by those Active Members entitled to vote on such matter:
(A) at a duly constituted meeting of the Members (whether participating
in person or, to the extent permitted by these Bylaws, by Electronic
Means);

(B) to the extent permitted by these Bylaws, by Electronic Means; or

(C) by a combination of votes cast at a meeting of the Members and, to
the extent permitted by these Bylaws, by Electronic Means; or

(ii) a resolution consented to in writing, after being sent to all of the Active
Members entitled to vote on such matters, by at least 2/3 of such Active
Members;

(p) “Past President” means the person who just completed his or her term as President;

(q) “President” means the person appointed or elected to the office of the president in
accordance with these Bylaws;

(r) “President-Elect” means the person appointed or elected to the office of the
president-elect in accordance with these Bylaws;

(s) “Registered Address” of a Member or Director means the address of that Member
or Director, as applicable, recorded in the register of Members or register of
Directors, as the case may be, including, if provided by the Member or Director for
that purpose, that Member’s or Director’s facsimile number and electronic mail
address;

(t) “Registrar” means the Registrar of Companies of the Province of British Columbia;

(u) “Reporting Society Provisions” means the provisions prescribed and designated
as “Reporting Society Provisions” pursuant to section 231 of the Societies Act and
section 17(1) of the Societies Regulation (B.C. Reg. 216/2015);

(v) “Senior Manager” means an individual appointed by the Directors to serve as a
senior manager in accordance with the Societies Act;

(w) “Societies Act” means the Societies Act of the Province of British Columbia from
time to time in force, as it may be amended, restated or replaced from time to time,
and includes any successor legislation thereto, and all regulations enacted
thereunder;

(x) “Special Board Resolution” means;
a resolution passed by at least 2/3 of the votes cast by those Directors who are entitled to vote on such matter:

(A) at a duly constituted meeting of the Board (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means);

(B) to the extent permitted by these Bylaws, by Electronic Means; or

(C) by a combination of votes cast at a meeting of the Board and, to the extent permitted by these Bylaws, by Electronic Means; or

(ii) a resolution consented to in writing by every Director who would have been entitled to vote on the resolution at a meeting of the Board; and

(y) “Special Resolution” means;

(i) a resolution passed by at least 2/3 of the votes cast by those Active Members who are entitled to vote on such matter:

(A) at a duly constituted meeting of the Members (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means);

(B) to the extent permitted by these Bylaws, by Electronic Means; or

(C) by a combination of votes cast at a meeting of the Members and, to the extent permitted by these Bylaws, by Electronic Means; or

(ii) a resolution consented to in writing by all of the Active Members entitled to vote on such matter.

1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

1.3 Conflict with Societies Act

If there is a conflict between these Bylaws and the Societies Act, the Societies Act will prevail.

1.4 General Interpretation Rules

Words importing the singular include the plural and vice versa; and words importing a male individual include a female individual.
Part 2 - Members

2.1 Members

The Members are those persons who were Active Members and Honourary Life Members on the date these Bylaws came into force and those persons who subsequently have become Members in accordance with these Bylaws and, in either case, have not ceased to be Members.

2.2 Membership Classes

There will be two classes of membership in the Association, comprised of Active Members and Honourary Life Members.

2.3 Membership Rights and Privileges

Each Member has the right to:

(a) receive notice of, and to attend, all meetings of Members; and

(b) speak in debate on motions under consideration in accordance with such rules of order as may be adopted.

2.4 Active Membership - Additional Rights and Privileges

Only an Active Member of the Association may:

(a) make or second motions at a meeting of Members;

(b) exercise a vote on matters for determination by the Members;

(c) nominate individuals for election as a Director, in accordance with these Bylaws;

(d) be nominated, if qualified in accordance with these Bylaws, to stand for election as a Director;

(e) serve as President of a Chapter;

(f) stand for election as a Chapter representative to Chapter Council;

(g) serve as Professional Development representatives;

(h) serve as Chapter Negotiations Chair; and
receive services from and participate in programs offered by the Association, in accordance with such criteria as may be determined by the Association from time to time.

2.5 Eligibility Criteria for Active Members

In order to be eligible to be admitted as, and to remain, an Active Member, an individual must:

   (a) be employed within the Province of British Columbia as a principal or vice-principal of a public school; or

   (b) be employed in the Province of British Columbia as a Director of Instruction, district principal or vice-principal, or such similar district position as may be determined by the Board of Directors from time to time.

2.6 Admission to Active Membership

An eligible Person may submit an application to the Association for active membership in the Association and shall include any documents or other information the Association may require to confirm eligibility for membership in the Association, and upon acceptance by the Directors and payment of the full or first required instalment of the annual membership dues, if any, or submission to the Association of a copy of a payroll deductions authorization form submitted to their School Board, will be an Active Member. The Directors may, in their sole discretion, accept or refuse an application for active membership.

2.7 Honourary Life Members

The Board may grant membership in the Association as an Honourary Life Member to any person who has demonstrated excellence in educational leadership and has made outstanding contributions to the Association. Honourary Life Members shall not be required to pay dues and shall not have the right to vote, unless such person is also an Active Member in which case such person will pay dues required of Active Members and may exercise the rights and privileges pertaining to such membership class.

2.8 Duties of Members

Every Member will, at all times, uphold the Constitution and comply with these Bylaws and any policies of the Association adopted by the Directors from time to time.

2.9 Active Membership Dues

The amount of the annual membership dues, if any, payable by the Active Members will be determined by the Directors, after considering the recommendations of Chapter Council. Once the amount of any membership dues has been determined, that amount will be deemed to be the
annual membership dues in each succeeding membership year until changed by the Directors in accordance with these Bylaws. The Board may, in its discretion, discount, pro-rate or waive the payment of dues required for particular Active Members from time to time.

2.10 Membership Year

The membership year will be from July 1 to June 30.

2.11 Cessation of Membership

A Member’s membership in the Association terminates immediately when:

(a) the Member ceases to be qualified as a Member pursuant to these Bylaws;

(b) the Member resigns in writing, the effective date of which will be the later to occur of (i) the receipt by the Association of the written resignation; and (ii) the effective date, if any, specified in the written resignation;

(c) the Member dies;

(d) the Member is expelled in accordance with the Bylaws or otherwise as permitted under the Societies Act;

(e) at the Board’s discretion, if the Member has not been in good standing for 90 consecutive days; or

(f) the Member withdraws his or her payroll deductions authorization form in respect of the payment of Association membership dues, the effective date of which will be the later to occur of (i) the date on which the Member notifies his or her corresponding School Board or the Association of such withdrawal of authorization and (ii) the effective date indicated with respect to such withdrawal at the time notice is given by the Member to the School Board or Association, as the case may be.

2.12 Discipline and Expulsion of Members

(a) A Member may be disciplined or expelled by a Special Board Resolution.

(b) The Association must send to the Member written notice of the proposed discipline or expulsion and such notice must be accompanied by a brief statement of the reason or reasons for the proposed discipline or expulsion.

(c) The Member who is the subject of the proposed discipline or expulsion must be given an opportunity to make representations to the Board respecting the proposed expulsion or discipline.
2.13 Members Not in Good Standing

A Member is not in good standing if the Member fails to pay the Member’s full or required installments of annual membership dues, if any, or any other assessment, levy or debt due and owing by the Member to the Association, and the Member is not in good standing so long as those dues or other debt remains unpaid.

2.14 Rights of Members Not in Good Standing

A Member that is not in good standing has the right to receive notice of and to attend all meetings of Members but, at the discretion of the Board, may be suspended from all other rights and privileges set out at Bylaws 2.3 and 2.4, including the right to vote at such meetings of Members, for so long as such Member remains not in good standing.

2.15 Rights of Members on Cessation of Membership

All rights and privileges of a Member terminate immediately on cessation of membership.

Part 3 - General Meetings of Members

3.1 Time and Place of General Meetings

General meetings of the Association will be held at such time and place, in accordance with the Societies Act, as the Directors decide.

3.2 Annual General Meetings

Unless otherwise permitted in accordance with the Societies Act, the Association will hold an annual general meeting at least once in every calendar year.

3.3 Extraordinary General Meetings

Every general meeting, other than an annual general meeting, is an extraordinary general meeting. The Directors may, by Board Resolution, convene an extraordinary general meeting.

3.4 Requisition of General Meeting

The Active Members may, in accordance with the Societies Act, requisition the Directors to call a general meeting for the purposes stated in the requisition, provided that such requisition must be signed by not fewer than 10% of the Active Members and must otherwise comply with the Societies Act.
3.5 Notice of General Meeting

(a) Subject to Bylaw 3.6 written notice of a general meeting must be sent to every Member at least 30 days and not more than 60 days before the meeting.

(b) Notice of a general meeting must:

(i) specify the date, time and location of the general meeting; and

(ii) include the text of any special resolution to be submitted to the meeting.

(c) If the Board has determined to permit participation in a general meeting by Electronic Means, notice of the meeting must inform Members and other participants, if any, that they may participate by Electronic Means and provide instruction on how this may be done.

3.6 Deemed Sending of Notice of General Meeting

Notwithstanding Bylaw 3.5, if the Association has more than 250 Members, notice of a general meeting may be sent:

(a) by e-mail to every Member who has provided an email address to the Association, by email to that email address at least 30 days and not more than 60 days before the meeting; and

(b) by posting notice of the date, time and location of the meeting on the Association’s website for at least 30 days immediately before the meeting.

3.7 Waiver of Notice

A Member may, in any manner, waive the Member’s entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of a Member at a general meeting is a waiver of the Member’s entitlement to notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.8 Omission of Notice

The accidental omission to send notice of a general meeting to, or the non-receipt of a notice by, a Member does not invalidate any proceedings at that meeting.
3.9 **Active Members Proposals**

The Active Members may, in accordance with the *Societies Act*, send to the Association a notice of a matter that the Active Members propose to have considered at an annual general meeting, provided that such proposal:

(a) is signed by no fewer than the number of Active Members that is the greater of (i) 5% of the Active Members; and (ii) two Active Members, and

(b) otherwise complies with the *Societies Act*.

**Part 4- Proceedings at General Meetings**

4.1 **Ordinary Business at General Meetings**

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

(a) consideration of any financial statements of the Association presented to the meeting;

(b) consideration of the reports, if any, of the Directors or auditor;

(c) election or appointment of Directors, to the extent done at a general meeting;

(d) appointment of an auditor, if applicable; and

(e) business arising out of a report of the Directors not requiring the passing of a special resolution.

4.2 **Rules of Order**

Unless otherwise determined by the Board, all proceedings at a general meeting will be governed by Robert’s Rules of Order. In the event of a conflict between any provision of these Bylaws and Robert’s Rules of Order, these Bylaws will prevail.

4.3 **Chair of General Meeting**

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

(a) the President;

(b) one of the other Directors present at the meeting, if the President is unable to preside as the chair of the meeting; or
(c) if there is no individual otherwise 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 Active Members who are present must elect an individual present at the meeting to preside as the chair of the meeting.

4.4 Alternate Chair

If the individual presiding as chair of a general meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of Active Members present at such meeting, he or she may preside as chair of the meeting.

4.5 Quorum Required

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 Active Members is present.

4.6 Quorum

The quorum for the transaction of business at a general meeting is 25 Active Members, present in person or by Electronic Means, to the extent permitted by the Board, provided that if the Association has fewer Active Members than is required under this Bylaw, the quorum for the transaction of business at a general meeting is all of the Active Members.

4.7 Lack of Quorum at Commencement of Meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of Active Members is not present:

(a) in the case of a meeting convened on the requisition of Active 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 Active Members who are present constitute a quorum for that meeting.

4.8 If Quorum Ceases to be Present

If, at any time during a general meeting, there ceases to be a quorum of Active Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
4.9 **Adjourning a General Meeting**

The chair of a general meeting may, or, if so directed by the Active 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.

4.10 **Notice of Continuation of Adjourned General Meeting**

It is not necessary to send 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 10 days or more, notice of the continuation of the adjourned meeting must be sent.

4.11 **Participation in General Meetings by Electronic Means**

The Board may, in its discretion, determine to hold any general meeting, either in whole or in part, by Electronic Means so as to allow some or all of the Members and any other participants in such meeting to participate in the meeting remotely, provided that if so determined, the Board must take reasonable steps to ensure that all of the persons participating in the meeting, whether in person or by Electronic Means, are able to communicate with each other. Any Person participating in a general meeting by Electronic Means is deemed to be present at such meeting.

4.12 **Ordinary Resolution Sufficient**

A matter to be decided at a general meeting must be decided by Ordinary Resolution unless the matter is required by the *Societies Act* or these Bylaws to be decided by Special Resolution.

4.13 **Entitlement to Vote**

(a) Each Active Member is entitled to one vote on matters for determination by the Members.

(b) In case of an equality of votes, the individual presiding as chair of a meeting will not have a casting or second vote in addition to the vote to which such individual may be entitled as an Active Member and the proposed resolution will not pass.

4.14 **Voting by Electronic Means Outside of a General Meeting**

The Board may, in its sole discretion from time to time, approve the conduct of a vote of the Active Members other than at a general meeting. Such a vote may be taken by mail-in ballot or Electronic Means. For each such vote, the Association must provide each Active Member with notice in accordance with these Bylaws, which notice must include:
(a) the text of the resolutions that are the subject of the vote and any other supporting documentation;

(b) the opening and closing dates and times for casting a vote; and

(c) instructions on how Active Members may cast their vote.

4.15 Methods of Voting

Voting by Active Members may occur by any one or more of the following methods, in the discretion of the Board:

(a) by a show of hands or voting cards, an oral vote or another method that adequately discloses the intention of the Active Members who are entitled to vote,

(b) by written ballot; or

(c) by Electronic Means,

provided that where a vote is to be conducted in accordance with paragraph (a), if requested by two or more Active Members or directed by the chair of the meeting, in each case prior to the conduct of the vote, such vote will be conducted by secret written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Active Member voted.

4.16 Proxy Voting

Voting by proxy is not permitted.

Part 5- Local Chapters

5.1 Chapters

(a) Subject to paragraph (b), the Board may, in its discretion and upon application, approve the establishment of one or more Chapters.

(b) Applications to establish a Chapter must be made in accordance with these Bylaws and any policies established by the Board from time to time.

(c) Only one Chapter will be approved for each School District unless the Board, in its sole discretion, determines otherwise.
5.2 Chapter Qualifications

To be eligible to qualify as a Chapter, a majority of the persons employed as principals or vice-principals of public schools within the School District corresponding to the Chapter must be Active Members of the Association.

5.3 Chapter Formation and Governance

Each Chapter will:

(a) adopt a constitution and bylaws to govern its operations, neither of which may contain provisions that are inconsistent with the Constitution and Bylaws of the Association;

(b) require its members to elect a Chapter executive including a president and secretary; and

(c) otherwise comply with any policies established by the Board from time to time with respect to the formation and governance of Chapters.

5.4 Chapter Communications

Each Chapter will identify itself in all official communication and documentation as a chapter of the Association.

Part 6 - Chapter Council

6.1 Chapter Council

There will be established at all times a Chapter Council.

6.2 Composition of Chapter Council

The Chapter Council will consist of the Directors and the Chapter representatives elected pursuant to Bylaw 6.3.

6.3 Chapter Representation on Chapter Council

Each Chapter established under Bylaw 5.1(a) will elect to the Chapter Council one representative for every 50 Active Members of the Association, or fraction thereof, in the Chapter.

6.4 Business of Chapter Council

The business of the Chapter Council is to:
provide guidance, advice or direction to the Board;

(b) prepare and receive reports; and

(c) carry out activities assigned to it by the Board of Directors or by Active Members at
an Annual General Meeting.

6.5  Chapter Council Meetings

Subject to this Part 6, the provisions in Part 3 and Part 4 of these Bylaws apply to meetings of
Chapter Council, mutatis mutandis, provided that for greater certainty and without limitation, Bylaws
3.2, 3.4, 3.6 and 3.9 do not apply to meetings of Chapter Council.

6.6  Chapter Council Meetings - Methods of Voting

(a) Voting at Chapter Council meetings will be by show of voting cards.

(b) The representatives of each Chapter are, collectively, entitled to one voting card for
each group of 20 persons who are Active Members of the Association in that
Chapter, as of the date of the meeting where the card will be used, and one card for
the partial group resulting if the membership is not a multiple of 20.

(c) Each Director is entitled to one voting card at Chapter Council Meetings.

Part 7 - Directors

7.1  Power of Directors

The Directors may exercise all the powers and do all the acts and things that the Association may
exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or
required to be exercised or done by the Association in a general meeting, but subject, nevertheless,
to:

(a) all laws affecting the Association, including without limitation, the Societies Act; and

(b) these Bylaws and the Constitution.

7.2  Management of Property, Activities and Internal Affairs

The Board has the authority and responsibility to manage, or supervise the management of, the
property, activities and internal affairs of the Association.
7.3 Invalidation of Director Acts

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

(b) No act or proceeding of a Director or the Board is invalid merely because:

(i) of a defect in a Director's designation, election or appointment or in the qualifications of a Director;

(ii) fewer than the required number of directors have been designated, elected or appointed;

(iii) the residency requirements for the Directors have not been met; or

(iv) a majority of the Directors, contrary to the Societies Act, receive or are entitled to receive remuneration from the Association under contracts of employment or contracts for services.

7.4 Number of Directors

The Association must have no fewer than three and no more than 12 Directors, as may be determined from time to time by Ordinary Resolution, each of whom is elected or appointed in accordance with these Bylaws.

7.5 Composition of the Board

The Board will be comprised of the following individuals, each of whom will be elected or appointed in accordance with these Bylaws:

(a) the President;

(b) the Past President or the President-Elect, as applicable; and

(c) ten other Directors.

Unless permitted under the Societies Act, a majority of Directors must not receive nor be entitled to receive remuneration from the Association under contracts of employment or contracts for services.

7.6 Director Qualifications

In order to be eligible to be elected and to serve as a Director, an individual must comply with requirements in the Societies Act and, without limiting the foregoing, must:

(a) be a Member in good standing;
(b) be at least 18 years of age;

(c) not have been found by any court to be incapable of managing his or her affairs;

(d) not be an undischarged bankrupt; and

(e) not have been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, in each case unless otherwise permitted under the Societies Act.

7.7 Consent to be a Director

No election, appointment or designation of an individual as a Director is valid unless:

(a) that individual consents to be a Director in the manner provided for in the Societies Act;

(b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a Director; or

(c) with respect to the first directors, the designation is otherwise valid under the Societies Act.

7.8 Election of Directors

(a) Directors will be elected by the Active Members as follows and will take office commencing on the July 1 next following the conclusion of the election:

(i) in alternate years, the Active Members will elect one individual to serve the following three officer positions: (i) as President-Elect; (ii) following completion of his or her term as President-Elect, as President; and (iii) following completion of his or her term as President, as Past-President; and

(ii) each year, the Active Members will elect five “at large” Directors (or such other number as may be required to elect the required number of Directors pursuant to Bylaw 7.4).

(b) Voting in election for Directors will be conducted by Electronic Means, in accordance with Bylaw 4.14 and otherwise in accordance with Board policy adopted from time to time.
7.9 **Election by Ballot**

(a) An election of Directors may be by acclamation, provided that if there are more candidates for election as Directors than there are vacant positions for Director, the election of Directors will be conducted pursuant to this Bylaw 7.9.

(b) In order to be elected as President-Elect or President, as the case may be, a candidate must receive 50% plus one vote of the votes cast.

(c) The election of the President-Elect or President will precede the election of the other Directors and may involve more than one ballot if necessary.

(d) An unsuccessful candidate for President-Elect or President may stand for election as a Director.

(e) The number of other Director positions open for election in any given year will be filled by the corresponding number of candidates who receive the highest number of votes on a single ballot.

(f) No Member will vote for more Directors than the number of vacant positions for Director and any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

7.10 **Director Terms**

(a) Directors will serve for the following terms:

(i) the individual serving as President-Elect and, ultimately, as President and Past-President will:

   (A) serve as President-Elect for a term of one year (to coincide with the second year of the term of the sitting President); and

   (B) commencing on the July 1 following completion of the term as President-Elect, serve as President for a two year term; and

   (C) commencing on the July 1 following completion of the term of President, serve as Past-President for a one-year term; and

(ii) each of the other Directors will serve for a two year term,

provided that if no successor is elected and the retirement of a Director would cause the number of Directors to fall below three, such Director may, if he or she consents, continue to hold office (and the term of such individual is deemed to have been extended) until such time as a successor Director is elected.
For the purposes of calculating the duration of a Director’s term of office, such term will be deemed to have commenced on July 1 after the election.

The Directors, other than the individual serving as President-Elect, President and Past President, will be elected for staggered terms with five Directors (subject to such greater or lesser number of Directors required to be elected pursuant to Bylaw 7.15) elected each year. In order to ensure staggered terms, the Directors may by Board Resolution prior to an election determine that some or all of the vacant Director positions will have a term of less than two years, the length of such term to be determined by the Directors in their discretion.

7.11 Term Limits

(a) Subject to paragraph (b), a Director may be elected for an unlimited number of consecutive terms.

(b) The individual serving as President (including his or her terms as President-Elect and Past President) may not serve for two consecutive terms.

7.12 Removal of Director

(a) A Director may be removed before the expiration of his or her term of office by either of the following methods:

(i) Special Resolution; or

(ii) subject to paragraph (b), by Special Board Resolution,

following which a successor Director may be elected or appointed pursuant to Bylaws 7.14 and 7.15, as applicable.

(b) A Director may not be proposed for removal by resolution of the Directors unless at least 7 days’ written notice of the resolution has been provided to the Director who is proposed for removal and, prior to the vote on the resolution, he or she has been given a reasonable opportunity to make representations to the Board respecting the proposed removal.

(c) A Director who is proposed for removal by resolution of the Directors has a conflict of interest and may not vote on the proposed resolution.

7.13 Ceasing to be a Director

An individual will immediately and automatically cease to be a Director upon:
(a) ceasing to meet any of the qualifications for being a Director set out in the *Societies Act* or these Bylaws;

(b) the written resignation of such individual as a Director, the effective date of which will be the later to occur of (i) the receipt by the Association of the written resignation; and (ii) the effective date, if any, specified in the written resignation;

(c) his or her death;

(d) the expiry of his or her term of office as a Director; or

(e) his or her removal from office as a Director.

### 7.14 Directors May Fill Casual Vacancy in Position of President

In the event that a vacancy arises in the position of the President as a result of the resignation, death, incapacity or removal of that Director during his or her term of office, the Directors may fill that vacancy as follows:

(a) in the event there is a President-Elect at the time such vacancy arises in the position of the President, the Directors may at any time and from time to time, by Board Resolution, fill that vacancy by appointing:

   (i) the President-Elect, in which case the term served by such individual as the replacement President will not count toward the term limits of such individual as President pursuant to Bylaw 7.11.; or

   (ii) one of the other Directors, if the President-Elect is unable to serve as President at that time,

which such appointee will serve for the remainder of the unexpired portion of the term of office of the individual whose departure from office created the vacancy; and

(b) in the event there is no President-Elect at the time such vacancy arises in the position of the President, the Directors may at any time and from time to time, by Board Resolution, fill that vacancy by appointing a Director to serve as President until the next regularly-scheduled election, at which time a new President will be elected by the Active Members.

### 7.15 Active Members May Fill Casual Vacancy

Subject to Bylaw 7.14, in the event of a vacancy that arises on the Board as a result of the resignation, death, incapacity or removal of a Director during his or her term of office:
(a) if the vacancy arises on or before December 31, the vacancy shall be filled by an election held by the Active Members within 2 months of the vacancy and, for greater certainty, if elected to fill the position of President-Elect, such Member will serve in this position as if originally elected as such and will subsequently serve as President and Past-President; and

(b) if the vacancy arises on or after January 1, the position will be left vacant until the next regularly-scheduled election at which time the position will be filled, provided that in the event of a vacancy in the position of President-Elect, the position to be filled at such election will be that of President.

(c) An individual elected by the Active Members to fill a vacancy on the Board ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

7.16 Support of Association Purposes

Each Director will unreservedly subscribe to and support the purposes of the Association and, when exercising the powers and performing the functions of a Director, will act with a view to the purposes of the Association.

7.17 Director Remuneration

The Association will not pay a Director directly any remuneration for being or acting as a Director although will reimburse the School District for remuneration paid to the President while he or she is seconded to the Association and serving as the President. The Association may, subject to the Societies Act, pay remuneration to a Director for services provided by the Director to the Association in another capacity.

7.18 Reimbursement of Director Expenses

The Association shall reimburse a Director for reasonable expenses necessarily incurred by him or her in performing his or her duties as a Director.

Part 8 - Proceedings of Directors

8.1 Directors’ Meetings

The Directors may meet at the locations they think fit to conduct business and may otherwise regulate their meetings and proceedings as they see fit.
8.2 Calling Directors’ Meetings

The President may at any time and, on the request of a majority of the Board, will, convene a meeting of the Board.

8.3 Notice of Directors’ Meetings

At least 2 days’ written notice of a Directors’ meeting must be sent to all Directors unless all the Directors agree to a shorter notice period, provided that:

(a) for a first meeting of Directors held immediately following the appointment or election of a Director or Directors, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to send notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present;

(b) no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting and waive notice thereof in writing or give a prior verbal waiver to the secretary of the Association; and

(c) if the Board decides, by Board Resolution, to hold regularly scheduled meetings to take place at dates and times set in advance by the Board and notice of this schedule of regular meetings is given to all Directors, no further notice need be given of such regularly scheduled Directors’ meetings.

If a meeting of the Board will permit participation by Electronic Means, notice of that meeting must inform the Directors and other participants, if any, that they may participate by Electronic Means and provide instructions on how to do so.

8.4 Board Proceedings Valid Despite Omission to Send Notice

The accidental omission to send notice of a Directors’ meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

8.5 Quorum of Directors

The Directors 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 then in office.

A Director who has, or may have, an interest in a proposed contract or transaction with the Association will be counted for the purposes of determining quorum at a meeting of the Board at which the proposed contract or transaction is considered but pursuant to Bylaw 9.2 is not entitled to vote on the proposed contract or transaction.
8.6 Chair of Directors’ Meetings

Subject to a Board Resolution appointing another individual to chair a meeting, the President will chair all meetings of Directors.

If the President or such other individual appointed by Board Resolution is not present within 15 minutes after the time appointed for holding the meeting or are unwilling to chair the meeting, the Directors present at the meeting will choose one of their number to chair the meeting.

8.7 Alternate Chair of Directors’ Meetings

If the individual presiding as chair of a meeting of Directors wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of Directors present at such meeting, he or she may preside as chair of the meeting.

8.8 Board Resolutions

Unless otherwise required under these Bylaws or under the Societies Act, any question arising at a meeting of the Directors or at a meeting of a committee of Directors will be decided by Board Resolution.

8.9 Director Entitlement to Vote

Each Director will be entitled to one vote. In case of an equality of votes, the individual presiding as chair of a meeting will not have a second or casting vote in addition to the vote which such individual is entitled as a Director and the proposed resolution will not pass.

8.10 Procedure for Voting by Directors

Unless otherwise set out in these Bylaws, voting by Directors may occur by any one or more of the following methods, in the discretion of the chair of the meeting:

(a) by a show of hands, an oral vote or another method that adequately discloses the intention of the Directors;

(b) by written ballot; or

(c) by Electronic Means,

provided that where a vote is to be conducted in accordance with paragraph (a)(i), if directed by the chair of the meeting prior to the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Director voted.
8.11 Participation in Meetings of Directors by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings, either in whole or in part, by Electronic Means, so as to allow one or more individuals to participate remotely in the meeting, provided that all participants in the meeting, whether in person or by Electronic Means, are able to communicate with each other, and any such Director is deemed to be present at such meeting.

Part 9 - Director Conflict of Interest

9.1 Declaration of Conflict

A Director who has a direct or indirect material interest in:

(a) a contract or transaction, or proposed contract or transaction, of the Association; or

(b) 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 Association,

must disclose fully and promptly the nature and extent of such interest to each of the other Directors and must otherwise comply with the Societies Act and any policies adopted by the Board from time to time.

9.2 Voting on Proposed Contract or Transaction

A Director who has declared his or her conflict of interest pursuant to Bylaw 9.1 will abstain from voting on the Board Resolution (whether considered at a meeting of Directors or a consent resolution of the Directors) in respect of the contract, transaction or other matter contemplated in Bylaw 9.1 and will refrain from any action intended to influence the discussion or vote.

9.3 Participation in Discussions

A Director who has declared his or her conflict of interest pursuant to Bylaw 9.1 will leave the Directors' meeting, if any:

(a) at which the contract, transaction or other matter is discussed, unless asked by a majority of other Directors present to remain at the meeting to provide information; and

(b) when the other Directors vote on the contract, transaction or matter contemplated in Bylaw 9.1,

and in all cases will refrain from any action intended to influence the discussion or vote.
Part 10- Committees

10.1 Formation of Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

10.2 Delegation to Committees

The Board may delegate any, but not all, of its powers to committees consisting of one or more Directors as it thinks fit.

10.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed on it by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

10.4 President as Ex Officio Committee Member

The President will be a member of each committee.

10.5 Committee Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed mutatis mutandis by the rules set out in these Bylaws governing proceedings of the Board.

10.6 Dissolution of Committee

The Board may dissolve any committee by Board Resolution.

Part 11- Senior Managers and President

11.1 Appointment of Senior Managers

The Directors may appoint one or more Senior Managers of the Association to exercise the Directors’ authority to manage the activities or internal affairs of the Association as a whole or in respect of a principal unit of the Association.
11.2 Executive Director

The Board will appoint an individual as the Executive Director who will be the chief appointed officer of the Association and who will, without limiting the duties and obligations of such Executive Director:

(a) conduct the day to day business operations and affairs of the Association in accordance with the Bylaws, Association policy that is not inconsistent with the Bylaws, and proper directions from the Board;

(b) issue or arrange for the issuance of notices of meetings of the Association and the Board;

(c) keep minutes of all meetings of the Association and the Board;

(d) maintain or arrange for the maintenance of the register of Members;

(e) keep or arrange for the keeping of the financial records, including books of account, necessary to comply with the Societies Act;

(f) render or arrange for the rendering of financial statements to the Board, Members and others when required; and

(g) perform such other duties and exercise such other powers as may be delegated to the Executive Director from time to time by the Board.

The Executive Director will be a Senior Manager.

11.3 Qualifications of Senior Managers

In order to be eligible to be appointed as a Senior Manager, an individual must comply with requirements set out in the Societies Act and, without limiting the foregoing, must:

(a) be at least 18 years of age;

(b) not have been found by any court to be incapable of managing his or her affairs;

(c) not be an undischarged bankrupt; and

(d) not have been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity or of an offence involving fraud, in each case within the time periods and circumstances prescribed by the Societies Act.
11.4 Senior Manager Conflicts of Interest

The provisions in Part 9 [Conflicts of Interest] of these Bylaws apply to Senior Managers, *mutatis mutandis*.

11.5 Role of President

(a) The President is the chief elected officer, representative and spokesperson of the Association and may preside over meetings of the Association and the Board.

(b) The President will perform his or her duties in accordance with these Bylaws and any policy adopted by the Board from time to time (to the extent not inconsistent with these Bylaws) and must act within the authority and discretion given to him or her by the Board, provided that in exceptional circumstances - where convening a Board meeting is not reasonably possible and the best interests of the Association require it, the President may act unilaterally by directing the Executive Director to take certain actions but must forthwith bring the matter to the Board for review.

11.6 Absence of Secretary

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

**Part 12 - Financial Matters**

12.1 Distribution of Income

Notwithstanding any other provision of the Constitution or these Bylaws, no part of the income of the Association will be paid to or for the benefit of any Member and any income, profits or other accretions to the Association will be used in promoting the purposes of the Association.

12.2 Fiscal Year

The fiscal year of the Association will be from July 1 to June 30.

12.3 Accounting Records

The Association will maintain such financial and accounting records and books of account as are required by the *Societies Act* and applicable laws.

12.4 Borrowing and Issuance of Securities

In order to carry out the purposes of the Association, the Directors may, on behalf of and in the name of the Association raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, may:
(a) borrow money; and

(b) issue bonds, debentures, notes, mortgages, security agreements or other evidences of debt obligations at any time, to any person and for any consideration.

12.5 Investment of Property

The Board may invest the property of the Association in any form of property or security in which a prudent investor might invest, including in any mutual fund, common trust fund, pooled fund or similar investment, or otherwise in accordance with its policies, as adopted by Board Resolution from time to time. The standard of care required of a Director in respect of such investment is that he or she exercises 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 Association.

12.6 Investment Advice and Delegation of Investment Authority

The Directors may obtain advice with respect to the investment of the property of the Association and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

The Directors may delegate to a stockbroker, investment dealer or investment counsel the degree of authority with respect to the investment of the Association’s property that a prudent investor might delegate in accordance with ordinary business practice.

Part 13 - Inspection of Records

13.1 Inspection of Records

(a) The records of the Association will be open to the inspection of any Directors in accordance with the Societies Act.

(b) The Members will have the right to inspect the records required to be kept by the Association in accordance with Section 20(1) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time), including:

(i) the Association’s certificate of incorporation, Constitution and these Bylaws;

(ii) the Association’s register of Members and register of Directors;

(iii) each written consent of an individual to act as a Director and each written resignation of a Director;

(iv) the minutes of each general meeting of Members, including the text of each resolution passed at such meetings, and any Ordinary Resolutions or Special
Resolutions approved in writing by the Active Members outside of a general meeting; and

(v) the financial statements of the Association and the auditor’s report, if any, on those financial statement presented to the Members at a meeting of Members.

(c) Except as expressly provided by law, a Member will not be entitled nor have the right to examine or inspect any other record of the Association, including those required to be kept by the Association in accordance with Section 20(2) of the Societies Act, provided that - subject to such policies as the Board may establish from time to time - a Member may request, in writing delivered to the Association, that he or she be permitted to examine any other record of the Association and the Association may allow such Member to examine the record either in whole or in part and subject to such redaction as the Board deems necessary, all in the Board’s sole discretion.

**Part 14 - Auditor**

**14.1 Requirement for Audit**

The Association will appoint an auditor and must, in respect of the appointment of an auditor, comply with these Bylaws and the Societies Act. In the event of a conflict between this Part 14 and Part 20 - Reporting Society Provisions, Part 20 will prevail.

**14.2 Appointment of Auditor**

An auditor will be appointed by Ordinary Resolution at each annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Societies Act.

**14.3 Filling Vacancies in Auditor**

Except as provided in Bylaw 14.4, 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

**14.4 Removal of Auditor**

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Societies Act.

**14.5 Notice of Appointment**

An auditor will be promptly informed in writing of his or her appointment or removal.

**14.6 Auditor Qualifications**
(a) An auditor must be qualified to act as an auditor of the Association in accordance with the Societies Act and an auditor who is not or who ceases to be so qualified must promptly resign.

(b) An auditor must be independent of the Association, to the extent required under the Societies Act and, for greater certainty, no Director nor employee of the Association may be an auditor. An auditor who is not or who ceases to be independent must promptly resign.

14.7 Attendance at Annual General Meetings

The auditor, if any, is entitled in respect of any general meeting to:

(a) receive every notice relating to such meeting to which a Member is entitled;
(b) attend the meeting; and
(c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor’s duties or function.

An auditor who is present at a general meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor’s report, if any, and any other matter relating to the auditor’s duties or function.

Part 15 - Seal and Execution of Documents

15.1 Seal

The Association may have a corporate seal in the form approved from time to time by the Board. If the Association has a corporate seal, the Executive Director will have custody of, or make the necessary arrangements for the custody of, the seal.

15.2 Affixing of Seal

A corporate seal is not required for the purpose of executing documents and may be affixed only when authorized by Board Resolution and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of any one Director.

15.3 Execution of Instruments

All contracts, documents or instruments in writing requiring the signature of the Association may be signed in the manner directed by the Board from time to time by Board Resolution and in the absence of any such Board Resolution, may be signed by any two of the following individuals:

(a) Executive Director;
(b) President;
(c) President-Elect;
(d) Past-President; and
(e) such other persons or holders of such other offices which the Board from time to
time so specifies.

Part 16 - Distribution of Records

16.1 Method of Sending or Delivering Records

(a) A record may be sent or delivered by or to a person in any manner permitted by the
Societies Act or as may be agreed upon between the person sending the record and
the intended recipient.

(b) Without limiting Bylaw 3.6 and 16.1(a), a record may be sent or delivered to the
Association, a Member, a Director or a Senior Manager by any one of the following
methods:

(i) by leaving the record with that person or an agent of that person; or

(ii) by mail, courier, electronic mail or facsimile, as applicable, to that person at
his or her Registered Address.

16.2 Deemed Receipt of Notice

Subject to the Societies Act, a notice sent by mail will be deemed to have been given on the day
following that on which the notice was posted. In proving that notice has been given, it is sufficient
to prove the notice was properly addressed and put in a Canadian Government post office
receptacle with adequate postage affixed, provided that if, between the time of posting and the
deemed giving of the notice, a mail strike or other labour dispute which might reasonably be
expected to delay the delivery of such notice by the mails occurs, then such notice will only be
effective when actually received. Any notice delivered personally, by delivery or courier, facsimile,
or electronic mail will be deemed to have been given on the day it was so delivered or sent.

16.3 Days to be Counted in Determining Notice

If a number of days’ notice or a notice extending over any other period is required to be sent, the
day the notice is sent or deemed to have been sent and the day on which the event for which notice
is sent will not be counted in the number of days required.
16.4 Entitlement to Notice of General Meeting

(a) Notice of a general meeting will be sent to:

(i) every person shown on the register of Members as a Member on the day notice is sent;

(ii) the Directors, to the extent not received by the individual in his or her capacity as a Member; and

(iii) the auditor, if applicable.

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

Part 17 - Indemnification of Directors and Senior Managers

17.1 Definitions in this Part.

The following terms used in this Part 17 will, unless otherwise defined in the Societies Act, have the following meanings:

(a) “eligible party” means an individual who is or was a Director or Senior Manager or who holds or held an equivalent position in a subsidiary of the Association;

(b) “eligible proceeding” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a Director or Senior Manager or holding or having held an equivalent position in a subsidiary of the Association:

(i) is or may be joined as a party; or

(ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;

(c) “expenses” includes costs, charges and expenses, including legal and other fees, but does not include penalties;

(d) “penalty” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding; and

(e) “representative” means an heir or personal or other legal representative of the eligible party.
17.2 **Indemnification of Directors and Senior Managers**

Subject to the provisions of the *Societies Act*, the Association will indemnify each eligible party and any representative thereof against all penalties to which such person is liable in respect of an eligible proceeding.

17.3 **Payment of Expenses**

To the extent permitted by the *Societies Act*, the Association will, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding.

17.4 **Advancement of Expenses**

To the extent permitted by the *Societies Act*, the Association may pay, as they are incurred in advance of a final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding, provided that such payments will be made in the discretion of the Board, and only upon receipt from the intended recipient of a written undertaking, satisfactory in form and amount to the Board, to repay the amounts advanced if it is ultimately determined that the payment of expenses is prohibited under the *Societies Act*.

17.5 **Indemnification Prohibited**

Subject to the *Societies Act*, the Association will not indemnify nor pay the expenses of an eligible party or a representative of the eligible party in respect of an eligible proceeding, in either of the following circumstances:

(a) if, in relation to the subject matter of the eligible proceeding, the eligible party did not act honestly and in good faith with a view to the best interests of the Association or the subsidiary of the Association, as the case may be; or

(b) in the case of an eligible proceeding other than a civil proceeding, if the eligible party did not have reasonable grounds for believing that the eligible party’s conduct, in respect of which the eligible proceeding was brought, was lawful.

17.6 **Term of Indemnification**

Each Director and each Senior Manager, on being elected, appointed or designated, as the case may be, will be deemed to have contracted with the Association upon the terms of the foregoing indemnities.
17.7 **Insurance**

The Association may purchase and maintain insurance, for the benefit of any or all eligible parties and representatives thereof against any liability that may be incurred by reason of such parties being or having been a Director or Senior Manager or holding or having held an equivalent position in a subsidiary of the Association.

**Part 18 - Distribution on Dissolution**

18.1 **Distribution**

Upon the dissolution or liquidation of the Association, and subject to the Societies Act, the money and other property of the Association remaining after the payment or discharge of the debts and liabilities of the Association (including expenses incurred in the dissolution or winding-up of the Association) will be distributed to one or more non-profit organizations determined by the Directors from time to time.

**Part 19 - Bylaws**

19.1 **Entitlement to a Copy of Constitution and Bylaws**

On being admitted to membership, each Member is entitled to and, upon request, the Association will send, him or her, without charge, a copy of the current Constitution and Bylaws.

19.2 **Amendment of Bylaws**

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

**Part 20 - Reporting Society Provisions**

20.1 **Reporting Society Provisions**

The Reporting Society Provisions, as set out below for convenience, are hereby incorporated into and form part of the Bylaws.

20.2 **Auditor**

The Association must have an auditor.

20.3 **Requirements for Changing Auditor**

At an annual general meeting, a resolution appointing an auditor, other than the incumbent auditor, must not be proposed unless:

(a) the incumbent auditor has declined reappointment; or
(b) at least 14 days’ written notice of the proposed resolution has been given to:

(i) all persons entitled to receive notice of the meeting; and

(ii) the incumbent auditor.

20.4 Comparative Financial Statements

The financial statements of the Association must be prepared as comparative financial statements relating separately to:

(a) the period determined under section 35(2) of the Societies Act; and

(b) the preceding period, if any, in relation to which financial statements for the Association were prepared.

20.5 Exception to Requirement for Comparative Financial Statements

Despite Bylaw 20.4, the financial statements of the Association may deal with only the period determined under section 35(2) of the Societies Act if the reason for doing so is set out in the financial statements.

20.6 Providing Financial Statements and Auditor’s report to Auditor and Members

At least 10 days before the date of each annual general meeting, the Association must send to the auditor and to each member a copy of:

(a) the financial statements that are to be presented at the meeting; and

(b) the auditor’s report, as defined in section 1 of the Societies Act, on those financial statements.

20.7 Providing Financial Statements and Auditor’s Report to Security Holder

The Association, on request of a person holding a bond, debenture, note or other evidence or debt obligation, whether secured or unsecured, of the Association, must send to the person a copy of the Association’s latest financial statements and a copy of the auditor’s report, as defined in section 1 of the Societies Act, on those financial statements.