

The British Columbia Forest Safety Council

Constitution and Bylaws

SOCIETY ACT

CONSTITUTION

1. The name of the Society is “The British Columbia Forest Safety Council”.
2. The purposes of the Society are:
 - (a) To foster, encourage and promote the health and safety of workers and workplaces in the British Columbia forest sector for the benefit of the entire forest industry.
 - (b) To promote a culture where the health and safety of all forest workers in British Columbia becomes and remains an overriding priority of tenure holders, licensees, prime contractors, subcontractors and individual workers.
 - (c) To advocate and promote to applicable government ministries and agencies for changes in the legislative and regulatory framework in the British Columbia forest sector designed to enhance the health and safety of forest workers.
 - (d) To give effect to the recommendations of the British Columbia Forest Safety Task Force in its final report to the Minister of Skills Development and Labour dated January 19, 2004 and entitled “A Report and Action Plan to Eliminate Deaths and Serious Injuries in British Columbia’s Forests.”
 - (e) To do all other things that are incidental or conducive to the attainment of these purposes.

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BYLAWS
OF
THE BRITISH COLUMBIA FOREST SAFETY COUNCIL

PART 1 **DEFINITIONS**

1.1 In these Bylaws, unless the context otherwise requires:

- (a) “**Business Corporations Act**” means S.B.C. 2002, c.57 as amended from time to time, or any successor legislation;
- (b) “**Chair**” means the Chair of the Board appointed pursuant to Bylaw 11.1;
- (c) “**Directors**”, “**Board of Directors**” or “**Board**” means the Directors of the Society from time to time;
- (d) “**Forest Industry Organization**” means any firm, corporation, agency, governmental authority, society, other person, whether incorporated or unincorporated, which, as its primary purpose, participates in, regulates or provides services to the British Columbia forest industry; including forest sector companies that financially contribute to a classification unit(s) that support the BC Forest Safety Council activities;
- (e) “**Member Organization**” means a member of the Society;
- (f) “**Officer**” means any Officer of the Society appointed pursuant to Bylaw 11.1;
- (g) “**person**” means an individual, partnership, association or body corporate;
- (h) “**President and Chief Executive Officer**” means the President and Chief Executive Officer of the Society appointed pursuant to Bylaw 11.5;
- (i) “**registered address**” of a Member Organization or Director means the address of a Member Organization or Director as recorded in the respective registers of the Society from time to time;
- (j) “**Secretary-Treasurer**” means the Secretary-Treasurer of the Society appointed pursuant to Bylaw 11.1;
- (k) “**Society**” means The British Columbia Forest Safety Council; and
- (l) “**Society Act**” means R.S.B.C. 1996, c.433, as amended from time to time, or any successor legislation.

1.2 Expressions referring to writing shall be construed as including references to printing, lithography, typewriting, photography and other modes of representing or reproducing words in a visible form.

1.3 Words importing the singular include the plural and vice versa, words importing male persons include female persons and words importing persons shall include corporations.

1.4 The meaning of any words or phrases defined in the *Society Act* shall, if not inconsistent with the subject or context, bear the same meaning in these Bylaws.

1.5 The rules of construction contained in the *Interpretation Act*, R.S.B.C. 1996, c.238, as amended from time to time, or any successor legislation, shall apply, *mutatis mutandis*, to the interpretation of these Bylaws.

1.6 The Society is a reporting society within the meaning of the *Society Act*.

PART 2 **MEMBERSHIP**

2.1 Membership in the Society shall be confined to Forest Industry Organizations representing a business enterprise or enterprises who directly or indirectly harvest or transport timber, carry out silvicultural services, represent workers, manage timber supply, or manufacture primary or secondary products from timber in British Columbia.

2.2 Any Forest Industry Organization meeting the criteria described in Bylaw 2.1 may apply to become a Member Organization. Every application for membership shall be given in writing to the Society and shall be referred to the Directors for acceptance or rejection at their first meeting after receipt of the application in compliance with any procedure adopted by the Board for the addition of new members.

2.3 Each Member Organization shall pay to the Society such dues and assessments as the Directors in their discretion may from time to time by resolution determine are payable to the Society, in such manner and at such times as the Directors may in their discretion determine.

2.4 All Member Organizations are in good standing except a Member Organization which has failed to pay its assessments or other debt due and owing by it to the Society, and it is not in good standing so long as the debt remains unpaid.

PART 3 **MEMBERSHIP IN GOOD STANDING**

3.1 A Member Organization may withdraw from membership by giving notice of intention to withdraw, in writing, to the Society. No such withdrawal is effective if, at the time the notice is received by the Society, the withdrawing Member Organization is not in good standing with the Society. Such notice of intention to withdraw shall become effective 90 days after receipt of the notice by the Society. Following the giving of a notice of intention to withdraw and the withdrawal, the withdrawing Member Organization shall remain liable to the Society for the payment of any present or future dues and assessments to the extent that such dues and expenses relate to the costs

and expenses incurred by the Society in carrying out its duties and obligations for the withdrawing Member Organization.

3.2 A Member Organization which is not in good standing shall not be entitled to receive notice of or to attend any general meeting or other meeting of the Society, nor shall such Member Organization be entitled to vote on any matter before any general meeting of the Society in any circumstances whatsoever, and such Member Organization shall not otherwise be entitled to participate in any of the affairs of the Society. A Member Organization, after being not in good standing for a period of 90 consecutive days, may be expelled from membership in the Society by resolution of the Board.

3.3 Any Member Organization may be expelled from membership in the Society by resolution of the Board for cause.

3.4 Any Member Organization which has been expelled pursuant to Bylaw 3.3 shall have the right to appeal such expulsion to the next general meeting of the Society but shall not be permitted to vote at that meeting and the decision of that meeting shall be final.

3.5 Each Member Organization shall uphold the Constitution of the Society and comply with these Bylaws.

3.6 No Member Organization may transfer its membership of the Society or any rights arising from such membership.

PART 4 **GENERAL MEETINGS**

4.1 Subject to any extensions of time permitted under the *Society Act*, an annual general meeting of the Society shall be held once in every calendar year at such time (not being more than 15 months after the date that the last annual general meeting was held) and place as may be determined by the Directors.

4.2 The Directors may, whenever they think fit, convene a general meeting. A general meeting, if requisitioned in accordance with the *Society Act*, shall be convened by the Directors or, if not convened by the Directors, may be convened by the requisitionists as provided in the *Society Act*.

4.3 Not less than 14 days' notice of a general meeting shall be given in writing to each Member Organization at its registered address. A notice convening a general meeting, specifying the place, date and hour of the meeting and, in case of special business, the general nature of that business, shall be given as provided in the *Society Act* and in the manner provided in these Bylaws to such persons as are entitled by law or pursuant to these Bylaws to receive such notice from the Society. Accidental omission to give notice of a meeting to, or the nonreceipt of notice of a meeting by, any Member Organization shall not invalidate the proceedings at that meeting.

4.4 All Member Organizations entitled to attend and vote at a general meeting may, by unanimous consent in writing given before, during or after the meeting, or if they are present at the meeting by a unanimous vote, waive or reduce the period of notice of such meeting and an entry in the minute book of such waiver or reduction shall be sufficient evidence of the due convening of the meeting.

4.5 Except as otherwise provided by the *Society Act*, where any special business at a general meeting includes considering, approving, ratifying, adopting or authorizing any document or the execution of any such document or the giving of effect to any such document, the notice convening the meeting shall, with respect to such document, be sufficient if it states that a copy of the document or proposed document is or will be available for inspection by Member Organizations at the registered office or records office of the Society or at some other place in British Columbia designated in the notice during usual business hours up to the date of such general meeting.

PART 5 PROCEEDINGS AT GENERAL MEETINGS

5.1 All business shall be deemed special business which is transacted at:

- (a) an annual general meeting, with the exception of the conduct of and voting at such meeting, consideration of the financial statements and the respective reports of the Directors and the auditor, the appointment of an auditor, and such other business as by these Bylaws or the *Society Act* may be transacted at a general meeting without prior notice thereof being given to the Member Organizations or any business which is brought under consideration by the report of the Directors; and
- (b) any other general meeting, with the exception of the conduct of and voting at such meeting.

5.2 No business, other than the adjournment or termination of the meeting, shall be conducted at any general meeting unless the required quorum of Member Organizations is present at the commencement of the meeting, but a quorum need not be present throughout the meeting.

5.3 Except as provided in the *Society Act* and these Bylaws a quorum shall be one half, either present or represented by proxy, of all eligible Member Organizations.

5.4 If within half an hour from the time appointed for a general meeting a quorum is not present the meeting, if convened upon the requisition of Member Organizations in pursuance of the *Society Act*, shall be terminated. In any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the person or persons present and being, or representing by proxy, a Member Organization or Member Organizations entitled to attend and vote at the meeting shall be a quorum.

5.5 The Chair shall be entitled to preside as chair at every general meeting of the Society.

5.6 If at any general meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting, or if he or she is present but is not willing to act as chair, the Directors present shall choose one of their number to be chair. If all the Directors present decline to take the chair or shall fail to so choose or if no Director is present, the Member Organizations present shall choose one of their number or any other person to be chair.

5.7 The chair of a general meeting may, with the consent of the meeting if a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business

left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

5.8 Subject to the provisions of the *Society Act*, a resolution submitted in writing to the chair of the meeting at which the resolution is to be considered may be considered when moved and seconded and upon approval to consider the resolution by a majority of the Member Organizations who, being entitled to do so, vote in person or by proxy.

5.9 The Board shall have the same right as Member Organizations to propose resolutions in accordance with the provisions of Bylaw 5.8 above.

5.10 Subject to the provisions of the *Society Act*, every motion or question submitted to a general meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is directed by the chair or demanded by one or more Member Organizations entitled to vote who are present in person or by proxy. The chair shall declare to the meeting the decision on every motion or question in accordance with the result of the show of hands or the poll, and such decision shall be entered in the record of proceedings of the Society. A declaration by the chair that a motion or question has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the record of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that motion or question.

5.11 Every ballot cast upon a poll and every proxy appointing a proxyholder who casts a ballot upon a poll shall be retained by the Secretary for such period and be subject to such inspection as the *Society Act* may provide.

5.12 It is understood and agreed that, as far as may be practicable, proceedings of Member Organizations shall be convened and conducted; and motions before the Member Organizations shall be considered and determined, on the basis of consensus among the Member Organizations. To that end the Board or the Member Organizations may accordingly from time to time resolve to adopt ground rules for proceedings of Member Organizations. In this Bylaw, "consensus" means the general agreement or acceptance of all Member Organizations to a particular decision. For greater certainty, if the Member Organizations fail to achieve consensus after reasonable effort in compliance with any such ground rules, any matter requiring a decision will be determined in accordance with Bylaw 6.1.

5.13 Unless the *Society Act*, the Constitution of the Society or these Bylaws otherwise provide, any action to be taken by a resolution of the Member Organizations may be taken by an ordinary resolution.

5.14 Except as otherwise provided in these Bylaws or in the *Society Act*, the proceedings at all general meetings shall be governed by the latest edition of Robert's Rules of Order.

PART 6 VOTES OF MEMBERS

6.1 On a show of hands every Member Organization which is present in person and entitled to vote at a general meeting shall be entitled to one vote and on a poll every Member Organization entitled to vote shall have the same number of votes as on a show of hands and may exercise such votes either in person or by proxyholder.

6.2 Each Member Organization shall appoint a representative for the purpose of attending and participating in general meetings of the Society. Each representative so appointed shall be an employee of the Member Organization or an organization within the Member Organization. The representative, when appointed, is expected to represent the interests of the relevant Member Organization. Each Member Organization shall notify the Society in writing of the name, address and occupation of each representative appointed by it and until the Society shall have been notified of any change of such representative, the current list of such representatives at any particular time shall be determined to be the list of such representatives. The representatives so appointed shall be entitled to exercise in respect of and at any general meeting of the Society the same powers on behalf of the Member Organization which they represent as that Member Organization could exercise if it were itself a representative personally present, including, without limitation, the right to appoint a proxyholder to represent such representatives. Evidence of the appointment of any such representatives by a Member Organization may be sent to the Society by written instrument, telegram, telex, telecopier, electronic mail or any method of transmitting legibly recorded messages.

6.3 A form of proxy shall be in writing under the hand of the Member Organization or of his or her attorney duly authorized in writing.

6.4 Any person may act as proxyholder so long as he or she is a duly authorized representative of a Member Organization. The proxy may authorize the proxyholder to act as such for the Member Organization to the extent permitted by the *Society Act*.

6.5 A form of proxy and the power of attorney or other authority, if any, under which it is signed shall be deposited at the registered office of the Society or at such other place as is specified for that purpose in the notice calling the meeting, or shall be deposited with the chair of the meeting. In addition to any other method of depositing proxies provided for in these Bylaws, the Directors may from time to time by resolution make regulations relating to the depositing of proxies at any place or places and providing for particulars of such proxies to be sent to the Society or any agent of the Society in writing or by letter, telegram, telex, telecopier or any method of transmitting legibly recorded messages so as to arrive before the commencement of the meeting or adjourned meeting at the registered office of the Society and also providing that proxies so deposited may be acted upon as though the proxies themselves were deposited as required by this Part, and votes given in accordance with such regulations shall be valid and shall be counted.

6.6 Unless the *Society Act* or any other statute or law which is applicable to the Society requires any other form of proxy, a proxy, whether for a specified meeting or otherwise, shall be in the following form or in such other form as the Directors or the chair of the meeting shall approve:

THE BRITISH COLUMBIA FOREST SAFETY COUNCIL

PROXY

The undersigned, being a Member Organization, hereby appoints the following individual as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the General Meeting of the Society to be held on the ___ day of _____, and at any adjournment thereof:

(Name of Proxyholder)

(Address)

Signed the ____ day of _____.

Signature of Member Organization

- 6.7 Every proxy may be revoked by an instrument in writing:
- (a) executed by the Member Organization giving such proxy or by his or her attorney authorized in writing; and
 - (b) delivered either at the registered office of the Society at any time up to and including the last business day preceding the day of the meeting or adjourned meeting for which the proxy is given, or to the chair of the meeting on the day of the meeting or any adjournment thereof before any vote in respect of which the proxy is given shall have been taken, or in any other manner provided by law.

PART 7 DIRECTORS

7.1 The Directors shall be elected by the Member Organizations in accordance with this Part 7. The number of Directors shall be not less than three. Subject to these Bylaws, the actual number of Directors shall from time to time be determined by resolution of the Board.

7.2 As far as reasonably possible, its Directors shall include representatives of Member Organizations from all sectors of the forest industry in British Columbia without multiple representation, such that the Board reflects an appropriate industry balance; and shall possess diverse skills which enhance the overall effectiveness of the Board as a whole.

7.3 Any Member Organization present in person or by proxy at an annual general meeting may, at any time prior to the election of Directors, nominate from the floor any person who is associated with a Member Organization for election to the Board in compliance with these bylaws.

- 7.4 A person may be nominated for election as a Director only if that person:
- (a) is associated with a Member Organization;
 - (b) has been designated as available for appointment by the Member Organization with whom he or she is associated; and
 - (c) is willing to devote the time necessary to fully discharge his or her responsibilities to the Society.
- 7.5 Each Director shall be elected for a term which commences at the termination of the annual general meeting and which ends at the termination of the second successive annual general meeting.
- 7.6 A retiring Director shall be eligible for reappointment.
- 7.7 Any vacancy occurring in the Board may be filled by resolution of the Directors. Any such appointment shall expire at the next annual general meeting.
- 7.8 The Directors may from time to time by resolution determine to increase the number of Directors and to appoint individuals to fill the resulting vacancies as Directors at large until the next annual general meeting.
- 7.9 The office of a Director shall be vacated:
- (a) upon his or her removal by special resolution before the expiration of his or her term of office;
 - (b) if the Director resigns his or her office by notice in writing delivered to the registered office of the Society;
 - (c) upon the death of a Director;
 - (d) on the 10th day after the Director ceases to be associated with the relevant Member Organization, unless the Member Organization nominating the Director determines that the Director may remain in office until the expiration of the term for which the Director was appointed.
- 7.10 The Directors or their alternates may from time to time adopt policies with respect to the payment of remuneration to any or all of the Directors as such.
- 7.11 The Directors shall be repaid such reasonable travelling, accommodation and other expenses as they incur in and about the business of the Society.
- 7.12 Any Director may by notice in writing addressed to the Society appoint an alternate to represent him or her as a Director, but only at and for the limited purpose of attendance at and participation in a particular meeting of the Board.

PART 8 **POWERS AND DUTIES OF DIRECTORS**

8.1 The Directors shall manage, or supervise the management of, the affairs and business of the Society and shall have authority to exercise all such powers of the Society as are not, by the *Society Act*, the Constitution of the Society or these Bylaws, required to be exercised by the Society in general meeting.

8.2 Subject to the *Society Act*, the Board may from time to time cause the Society to borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as it thinks fit.

PART 9 **PROCEEDINGS OF DIRECTORS**

9.1 The Chair shall preside as chair at every meeting of the Directors. If he or she is not present within 15 minutes after the time appointed for holding the meeting; or if he or she is present but is not willing to act as chair; or if he or she has advised the Secretary that he or she will not be present at the meeting, the Directors present shall choose one of their number to be chair.

9.2 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chair shall have a second or casting vote.

9.3 A Director may participate in a meeting of the Board or of any committee of Directors by means of telephone or other communications facility by means of which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A meeting so held in accordance with this Bylaw shall be deemed to be an actual meeting of the Board and any resolution passed at such meeting shall be as valid and effectual as if it had been passed at a meeting where the Directors are physically present. A Director participating in a meeting in accordance with this Bylaw shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefor and be entitled to speak and vote at the meeting.

9.4 Any two Directors may at any time, and the Secretary upon request of any two Directors shall, call a meeting of the Board.

9.5 Notice of a meeting of the Board shall be given to each Director at least three days before the time fixed for the meeting and may be given orally, personally or by telephone, or in writing, personally or by delivery through the post or by letter, telegram, telex, telecopier, electronic mail or any other method of transmitting legibly recorded messages in common use. When written notice of a meeting is given to a Director, it shall be addressed to him or her at his or her registered address. Where the Board has established a fixed time and place for the holding of its meetings, no notices of meetings to be held at such fixed time and place need be given to any Director. A Director entitled to notice of a meeting may waive or reduce the period of notice convening the meeting and may give such waiver before, during or after the meeting.

9.6 For the first meeting of the Board to be held immediately following the election of a Director at an annual general meeting of the Society, no notice of such meeting shall be necessary to such newly appointed or elected Director in order for the meeting to be properly constituted.

9.7 Any Director who may be absent temporarily from the Province may file at the registered office of the Society a waiver of notice, which may be by letter, telegram, telex, telecopier, electronic mail or any other method of transmitting legibly recorded messages, of meetings of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn, no notice of meetings of Directors shall be sent to that Director, and any and all meetings of Directors, notice of which has not been given to that Director shall, provided a quorum of the Directors is present, be valid and effective.

9.8 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and if not so fixed shall be a majority of the Directors.

9.9 The continuing Directors may act notwithstanding any vacancy in their body but, notwithstanding Bylaw 9.8, if and so long as their number is reduced below the number fixed pursuant to these Bylaws as the necessary quorum of Directors, the continuing Directors may act for the purpose of summoning a general meeting of the Society, but for no other purpose.

9.10 Subject to the provisions of the *Society Act*, all acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such Directors or of the members of such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

9.11 A resolution consented to in writing, whether by document, telegram, telex, telecopier, electronic mail or any method of transmitting legibly recorded messages or other means, by all of the Directors for the time being in office without their meeting together shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and held, shall be deemed to relate back to any date stated therein to be the effective date thereof and shall be filed in the minute book of the Society accordingly. Any such resolution may consist of one or several documents each duly signed by one or more Directors which together shall be deemed to constitute one resolution in writing.

9.12 As far as may be practicable, proceedings of the Directors shall be convened and conducted; and motions before the Directors shall be considered and determined, by consensus in compliance with Bylaw 5.12, *mutatis mutandis*, and the Directors may accordingly adopt appropriate ground rules respecting such proceedings of the Board.

PART 10 **COMMITTEES**

10.1 The Directors may by resolution appoint such committees as the Directors determine, from time to time, will benefit the interests of the Member Organizations.

10.2 Any committee appointed by the Directors pursuant to Bylaw 10.1 shall have, and may exercise during the intervals between the meetings of the Board, such powers as may be specified in the resolution of the Directors appointing the committee, but such powers shall exclude the power to fill vacancies in the Board, to change the membership of or fill vacancies in any committee and the power to appoint or remove Officers appointed by the Board.

10.3 Any committee appointed by the Board shall, subject to Bylaw 10.1, consist of such Directors and/or other persons as the Board may from time to time determine, and the Board shall designate one of the members of each committee to be the chair of such committee. Each committee shall keep regular minutes of its transactions and shall cause such minutes to be recorded in books kept for that purpose, and shall report to the Board at such times as the Board may from time to time require. The Board shall have the power at any time to revoke or override the authority given to or acts done by any committee except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of any committee and to fill vacancies in it.

10.4 Committees appointed under this Part may make rules for the conduct of their business and may appoint such assistants as they may deem necessary. A majority of the members of a committee shall constitute a quorum thereof.

10.5 Committees appointed under this Part may meet and adjourn as they think proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and in case of an equality of votes the chair shall not have a second or casting vote. The provisions of Bylaw 9.11 shall apply *mutatis mutandis* to resolutions consented to in writing by the members of a committee appointed under this Part.

PART 11 **OFFICERS**

11.1 The Directors shall from time to time appoint a Chair, a Secretary-Treasurer and such other Officers, if any, as the Directors shall determine and the Directors may at any time terminate any such appointment. No Officer shall be appointed unless he or she is qualified in accordance with the provisions of the *Society Act* and these Bylaws.

11.2 No person may hold more than one of the offices described in Bylaw 11.1. Not all such Officers must be Directors.

11.3 The Directors may decide what functions and duties each Officer shall perform and may entrust to and confer upon each of them any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit and may from time to time revoke, withdraw, alter or vary all or any of such functions, duties and powers.

11.4 Subject to the powers of the Directors under Bylaw 11.3, the Secretary-Treasurer shall:

- (a) conduct or cause to be conducted the correspondence of the Society;

- (b) issue or cause to be issued notices of meetings of the Member Organizations and the Directors;
- (c) keep or cause to be kept minutes of all meetings of the Society and the Directors;
- (d) have custody of all records and documents of the Society;
- (e) have custody of the common seal of the Society;
- (f) maintain or cause to be maintained the register of Member Organizations;
- (g) keep or cause to be kept the financial records, including books of account, necessary to comply with the *Society Act*; and
- (h) render or cause to be rendered financial statements to the Directors, Member Organizations and others when required.

11.5 The Board shall employ a person as President and Chief Executive Officer of the Society at such salary and upon such terms and conditions of employment as the Board shall determine. The President and Chief Executive Officer shall:

- (a) be the chief executive officer of the Society and, ex officio, a Director and a member of all committees appointed by the Board. Subject to the following sentence, the President and Chief Executive Officer shall be entitled to receive notice of and to attend all general meetings, meetings of the Board and committee meetings, but shall not have the right to vote on Society matters. Notwithstanding the foregoing sentence, the Directors and all committees appointed by the Board may from time to time determine that the whole or any portion of any meeting of the Board or any committee shall be conducted in camera, without the attendance of the President and Chief Executive Officer or any other person who is not a Director or committee member;
- (b) manage the Society and be responsible for its general operation and the administration of its affairs;
- (c) employ such persons as are necessary for the proper administration and operation of the Society and may delegate to them such of his or her duties and responsibilities as he or she sees fit, but no delegate shall have a vote at any meeting of the Board or any of its committees; and
- (d) ensure that the Society complies with the *Society Act* and any other statute having application to the Society.

PART 12 **INDEMNITY AND PROTECTION**

12.1 Subject to the provisions of the *Society Act*, the Directors may, with the approval of the Court, cause the Society to indemnify a Director or former Director of the Society and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director of the Society, including any action or proceeding brought by the Society. Each Director of the Society on being elected or appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.

12.2 Subject to the provisions of the *Society Act*, the Directors may cause the Society to indemnify any Officer, employee or agent of the Society and his or her heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or her and resulting from his or her acting as an Officer, employee or agent of the Society. Each such Officer on being appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.

12.3 For the purposes of Bylaw 12.1, a civil, criminal or administrative action or proceeding shall include a civil, criminal, administrative or other investigation or enquiry the subject of which concerns the acts or conduct of a Director or former Director of the Society while a Director of the Society.

12.4 The failure of a Director or Officer of the Society to comply with the provisions of the *Society Act*, the Constitution of the Society or these Bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.

12.5 The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, Officer, employee or agent of the Society and his or her heirs or personal representatives against any liability incurred by him or her as such Director, Officer, employee or agent.

PART 13 **PROPERTY AND FUNDS**

13.1 The property and funds of the Society shall be used and dealt with for the purpose of carrying out the purposes of the Society.

13.2 The Board may authorize such person or persons as it seems fit to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

13.3 The Society shall not issue a mortgage (as defined in the *Business Corporations Act*) without the sanction of a special resolution.

PART 14 AUDITOR

14.1 The books and accounts of the Society shall be audited at least once a year by its auditor who shall be:

- (a) a person who is a member, or a partnership whose partners are members, in good standing of The Canadian Institute of Chartered Accountants, or the Certified General Accountants' Association of British Columbia; or
- (b) a person who is certified by the Auditor Certification Board established under the *Business Corporations Act*.

14.2 The auditor shall be appointed annually by resolution of the Member Organizations at the annual general meeting.

14.3 In the event of the resignation of the auditor or of its inability or refusal to act, the vacancy thereby created shall be filled by the Board. Any such appointment must comply with Bylaw 14.1.

14.4 The auditor shall report to each annual general meeting as required by the *Society Act*.

PART 15 DOCUMENTS, RECORDS AND FINANCIAL STATEMENTS

15.1 The Society shall keep at its records office or at such other place as the *Society Act* may permit the documents, copies, registers, minutes, and records which the Society is required by the *Society Act* to keep at its records office or such other place, as the case may be.

15.2 The Society shall cause to be kept proper books of account and accounting records in respect of all financial and other transactions of the Society in order properly to record the financial affairs and condition of the Society and to comply with the *Society Act*.

15.3 The Directors shall from time to time at the expense of the Society cause to be prepared and laid before the Society in general meeting such financial statements and reports as are required by the *Society Act*.

15.4 Every Member Organization shall be entitled to be furnished once on demand with a copy of the latest annual financial statement of the Society.

PART 16 SEAL

16.1 The Directors may provide a common seal for the Society and they shall have power from time to time to destroy such seal and substitute a new seal in place of the seal destroyed.

16.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two Directors or Officers of the Society.

PART 17 NOTICES

17.1 A notice, statement or report may be given or delivered by the Society to any Member Organization, either by delivery to a director or officer of the Member Organization personally, by sending it by mail to the Member Organization to its address as recorded in the register of Member Organizations, by telecopier or by electronic mail. Where a notice, statement or report is sent by mail, service or delivery of the notice, statement or report shall be deemed to be effected by properly addressing and mailing the notice, statement or report and to have been given on the day, Saturdays, Sundays and holidays excepted, following the date of mailing. Any notice to any Member Organization delivered by fax or electronic mail shall be deemed in giving and receive at 9:00 a.m. on the next business day following the transmission. A certificate signed by any Officer of the Society that the letter, envelope or wrapper containing the notice, statement or report was so addressed and mailed, telecopied or sent by electronic mail shall be conclusive evidence thereof.

17.2 Notice of every general meeting shall be given in a manner hereinbefore authorized to every Member Organization entitled to such notice.

PART 18 AMENDMENT OF CONSTITUTION AND BYLAWS

18.1 The Society may amend its Constitution and these Bylaws by special resolution.