

Victoria West Community Association Constitution & Bylaws

Victoria West Community Association Constitution

1. The name of the Society is the VICTORIA WEST COMMUNITY ASSOCIATION
2. The purposes of the Society are to promote, facilitate, support or undertake any activity that will enhance the quality of life in the Victoria West community including, but not limited to, the following:
 - a) To promote community awareness and pride, and encourage the participation of Victoria West residents in community projects, events and the Community Association.
 - b) To identify community needs and to consult with the appropriate municipal or other bodies to promote the development of services, programs, projects and events to meet the identified community needs.
 - c) To raise awareness of and provide information on issues that affect the community and its future, and to provide a forum for community members to raise issues of potential concern to the community.
 - d) To advocate for and facilitate participation by Victoria West residents with developers, government agencies and other bodies concerning neighbourhood plans, land use proposals, developments and public projects within Victoria West.
 - e) To plan, administer, operate and maintain the necessary organizational structures, facilities, and staff to achieve the purposes and functions of the association.
3. The operations of the Society are to be chiefly carried on in the City of Victoria, in the Province of British Columbia.
4. No part of the income of the Society will be payable to or otherwise available for the personal benefit of any member.
5. The Society will not declare any dividend or distribute any of its property among the members during the existence of the Society or upon its winding up or dissolution.
6. On winding up or dissolution any surplus funds of the Society will be used for such charitable or educational purposes or used for making grants or donations for such charitable or educational purposes as the members may determine by ordinary resolution.
7. Paragraphs 4, 5 and 6 of the Constitution of the Society will be unalterable.

Victoria West Community Association Bylaws

PART 1 – INTERPRETATION

1. In these bylaws, unless the context otherwise requires:
 - a) “Society” means the Victoria West Community Association (VWCA)
 - b) “Act” means the BC Societies Act [SBC 2015] Chapter 18
 - c) “directors” means the directors of the Society
 - d) “senior managers” means the senior manager(s) appointed by the Society
 - e) “ordinary resolution” means:
 - i. a resolution passed in a general meeting by the members of the Society by simple majority of the votes cast in person; or
 - ii. a resolution that has been submitted to the members of the Society and consented to in writing by 67% of the members who would have been entitled to vote on it in person at a general meeting of the Society; and a resolution so consented to will be deemed to be an ordinary resolution passed at a general meeting of the Society.
 - f) “Registered address” of a member means his address as recorded in the register of members.
 - g) “special resolution” means:
 - i. a resolution passed in general meeting by a majority of not less than 67% of the votes of those members of the Society who, being eligible to do so, vote in person:
 1. of which not less than 14 days’ notice, specifying the intention to propose the resolution as a special resolution, has been given; or
 2. if every member entitled to attend and vote at the meeting agrees at a meeting of which less than 14 days’ notice has been given,
 - ii. a resolution consented to in writing by every member of a Society who would have been entitled to vote in person at a general meeting of the Society; and a resolution so consented to will be deemed to be a special resolution passed at a general meeting of the Society.
 - h) “Meetings” means the following:
 - i. “general meeting” is the periodic business meeting of the membership referred to Part 3 of these bylaws; and
 - ii. “directors’ meeting” is a meeting of directors to manage and administer the affairs of the association as referred to in Part 6 of these bylaws.
2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

3. Words importing the singular number of the masculine gender will include the plural number or the feminine gender, as the case may be, or visa versa; and references persons will include firms, corporations and societies.

PART 2 – MEMBERSHIP

4. Membership in the Society is open to any resident of Victoria West who is of legal age. A person may apply to the directors for membership in the Society and upon acceptance by the directors will be a member.
5. Non-residents who own property, own or operate a business in Victoria West, strata councils, co-op councils and non-profits operating in Victoria West, may apply to the directors for a membership in the Society. Only one membership will be accepted per business/council/organization. The directors may admit the individual or the representative to the Society upon payment of the annual fee, providing that the number of such members will not exceed 15% of the total membership.
6. Every member will uphold the constitution and comply with these bylaws.
7. The amount of the annual membership dues will be determined at the annual general meeting of the Society. Fees will be due on an annual basis.
8. A person will cease to be a member of the Society:
 - a) by delivering his resignation in writing to the secretary of the Society or by mailing, emailing or delivering it to the address of the Society; such resignation shall be effective as soon as received by the Society;
 - b) on his death or in the case of a corporation on dissolution;
 - c) on being expelled; or on having been a member not in good standing for 12 consecutive months; and
 - d) when mail delivered to the address recorded in the register of members is returned as undeliverable.
9. Membership expulsion will be as follows:
 - a) a member may be expelled by a resolution of the directors passed at the properly convened meeting of the board;
 - b) the notice to the member of the resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and
 - c) the person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the directors meeting before the resolution is put to a vote.
10. Any member who withdraws, or is expelled from the Society will forthwith forfeit all right, claim and interest arising from, or associated with, membership in the Society.

11. All members are in good standing except a member who has failed to pay his current, annual membership fee within 60 days of the due date or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid. Members may be reinstated to members in good standing by payment of the annual dues at any time during the year.
12. A member who moves out of the Victoria West community will remain a member for the duration of that calendar year after which the conditions for membership set out in bylaws 4) and 5) will apply.
13. Subject to bylaw 10, all members in good standing will be entitled to full and customary voting privileges.
14. To be eligible to vote on a resolution a member must have belonged to the Victoria West Community Association for a minimum of 60 days prior to the date of the vote and be a member in good standing.

PART 3 – MEETINGS OF MEMBERS

Annual General Meeting

15.
 - a. An annual general meeting of the Society must be held in every calendar year in Victoria.
 - b. The Society may apply to the Registrar to hold the annual general meeting on or before a specified date that is not later than March 31 of the calendar year immediately following that calendar year. The meeting is deemed to have been held in the preceding calendar year and not in the calendar year in which the meeting is actually held.
16.
 - a. An annual general meeting is deemed, for the purposes of this Act, to have been held in accordance with bylaw 15 if:
 - i. The matters that must be dealt with at that meeting, including the presentation of the financial statements to the members, are dealt with in a resolution, and
 - ii. All of the voting members consent in writing to the resolution on or before the date by which the annual general meeting must be held under bylaw 15.
 - b. If an annual general meeting is deemed to have been held under subsection (a),
 - i. the meeting is deemed to have been held on the date on which the last voting member consents to the resolution referred to in that subsection or on any later date, specified in the resolution, that falls on or before the date by which the annual general meeting must be held under section 71 of the Act, and

- ii. The requirements under the bylaws in respect of calling, giving notice of and holding the annual general meeting are deemed to have been met.
- c. Voting members of the Society may send to the Society a notice of a matter that the members propose to have considered at an annual general meeting.
 - i. A proposal must contain the names of, and be signed by, not fewer than 5% of the voting members of the Society.
 - ii. When the Society receives a proposal at least 7 days before notice of the annual general meeting is sent, the Society must include, with that notice,
 - 1. the proposal,
 - 2. the names of the members submitting the proposal, and
 - 3. one statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice.
- d. A proposal must not exceed 200 words in length.
- e. The Society, or a person acting on behalf of the Society, does not incur any liability merely because the Society or person complies with bylaw subsection (c)(ii).
- f. The Society is not required to comply with subsection (c)(ii) if substantially the same proposal was considered at a general meeting held in either of the 2 previous calendar years before the calendar year in which the annual general meeting referred to in that subsection is to be held.

General Meetings

- 17. In addition to the Annual General Meeting, directors may at any time call a general meeting of the Society to be held at a time and place in Victoria, British Columbia that the directors determine.
- 18. Five percent or more of the voting members of the Society may requisition the directors to call a general meeting.
- 19. The requisition must state, in 200 words or less, the business to be considered at the meeting, including any special resolution the requisitionists wish to have considered at the meeting.
 - a. The requisition must contain the names of, and be signed by, all the requisitionists.
 - b. The requisition must be delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society and must be sent to all the directors.

20. Promptly after the Society receives a requisition mailed or delivered under section 19(b)
 - a. the directors must call a general meeting, to be held within 60 days after the date of the Society's receipt of the requisition, to consider the business stated in the requisition, and
 - b. the Society must send, with the notice of the meeting, the text of the statement referred to in subsection (19).
21. If, within 21 days after the date of the Society's receipt of a requisition, the directors do not call a general meeting, a majority of the requisitionists may call the meeting.
22. A general meeting called under subsection (21) must be
 - a. called within 60 days after the expiry of the 21 day period referred to in that subsection, and
 - b. called and held in the same manner, as nearly as possible, as a general meeting called and held by the directors except that notice of the meeting must be sent to every director as well as to every member.
23. If the Society does not hold a general meeting at the request of the requisitionists (per bylaw 20) a member or director of the Society may apply to the court to have the meeting held in accordance with section 80 of the Act.
24. Unless otherwise resolved by ordinary resolution at the general meeting called under this section, the Society must reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting.

Notice of General Meeting

25. Written notice of the date, time and location of a general meeting must be sent to every member of the Society at least 14 days before the meeting and not more than 60 days before the meeting
26. Notice of a general meeting is deemed to have been sent under bylaw 25 if
 - a. notice has been sent to every member of the Society who has provided an email address to the Society, by email to that email address, and
 - b. notice is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.
27. The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.
28. Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

PART 4 – PROCEEDINGS AT MEETINGS

Annual General Meeting

29. The order of business at an Annual General Meeting is as follows:
 - a. elect an individual to chair the meeting, if necessary;
 - b. determine that there is a quorum;
 - c. approve the agenda;
 - d. approve the minutes from the last general meeting;
 - e. deal with unfinished business from the last general meeting;
 - f. receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
 - g. receive any other reports of directors' activities and decisions since the previous annual general meeting;
 - h. elect or appoint directors;
 - i. appoint an auditor, if any;
 - j. deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - k. terminate the meeting.
30. Special business is all business transacted at an annual general meeting, except:
 - a. the adoption of rules of order;
 - b. the consideration of the financial statements;
 - c. the report of the directors;
 - d. the election of directors;
 - e. the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

General Meeting

31. The order of business at a general meeting is as follows:
 - a. elect an individual to chair the meeting, if necessary;
 - b. determine that there is a quorum;
 - c. approve the agenda;
 - d. approve the minutes from the last general meeting;
 - e. deal with unfinished business from the last general meeting;

- f. deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - g. terminate the meeting.
32. At a general meeting, the following business is ordinary business:
- a. adoption of rules of order;
 - b. consideration of any financial statements of the Society presented to the meeting;
 - c. consideration of the reports, if any, of the directors or auditor;
 - d. election or appointment of directors;
 - e. appointment of an auditor, if any;
 - f. business arising out of a report of the directors not requiring the passing of a special resolution.
33. Special business is all business transacted at a general meeting, except those items specified in bylaw 32.
34. A quorum for the transaction of business at a general meeting of members will consist of 25 voting members of the association, five of whom are members of the Board of Directors, two of whom are Executive members.
35. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
36. If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.
37. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated.
- a. In any other case, the meeting must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
38. Subject to bylaw 39, the president of the Society, the vice-president, or in the absence of both, one of the other directors present must preside as chair of a general meeting.
39. If at a general meeting:
- a. There is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b. The president and all the other directors present are unwilling to act as chair,

- c. The members present will choose one of their numbers to be chair.
- 40. The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.
 - a. It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.
- 41. Voting at general meetings will be conducted as follows:
 - a. A member in good standing present at a meeting of members is entitled to one vote;
 - b. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she is entitled as a member and the proposed resolution does not pass;
 - c. Voting is by show of hands; or by ballot if any two members eligible to vote and are in attendance at the meeting request a secret ballot; and,
 - d. Voting by proxy is not permitted.
 - e. The chair of the meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 42. All matters to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 5 – DIRECTORS AND OFFICERS

- 43. The operations of the Society are to be chiefly carried on in the City of Victoria, in the Province of British Columbia.
- 44. No fewer than three and no more than thirteen directors will be elected or appointed to manage, or supervise the management of, the activities and internal affairs of the Society.
- 45. The president, vice-president, secretary, treasurer and immediate past president will be the officers of the Society and will form the executive committee.
- 46. The immediate past president of the Society will be an ex-officio member of the board of directors, and a member of the Executive Committee, for the year following for the year following his term in office.
- 47. The officers and one or more other persons will be the directors of the Society.

Election and Appointment of Directors

48. At the annual general meeting members entitled to vote will elect qualified persons to be directors:
 - a. prior to the annual general meeting, nominations of qualified persons will be presented to the membership by the nominating committee; and:
 - b. at the annual general meeting, nominations of qualified persons will be accepted from the floor provided that the nomination is:
 - i. made by a member entitled to vote
 - ii. endorsed by one other member entitled to vote; and
 - iii. the nominee in attendance at the annual general meeting to accept the nomination or, if not in attendance, has consented in writing to be a director
 - c. an election may be by acclamation; otherwise it must be by ballot.

49. Directors will be elected for two year terms

Amended Feb 22, 2022.

50. Directors who have completed three or more consecutive two year terms may be asked by the Board to submit their names for election as a director for a additional term at the AGM, because their skills and attributes are deemed necessary for continued function of the Society.

Amended Feb 22, 2022.

51. Directors may at any time, and from time to time, appoint a qualified person to fill a vacancy in the directors until the conclusion of the next annual general meeting, subject to bylaw 44. A designation, election or appointment of an individual as a director is invalid unless
 - a. the individual consents in writing to be a director of the society, or
 - b. the designation, election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.

Director Qualifications

52. A person is qualified to be a director only if the person is at least 18 years of age and has been a member in good standing of the VWCA for 60 days preceding the election.
53. A person must not be elected or appointed as a director if not qualified under both section 44 of the Societies Act, and the Society's bylaws.
54. A director who ceases to be qualified must promptly resign.
55. The qualifications of all director nominees must be verified before standing for election, or being appointed.

Director Ceases to Hold Office

56. A director ceases to hold office when:
- a. the director's term of office expires and a replacement is elected
 - b. the director resigns or dies, or
 - c. the director is removed from office subject to section 59 of the bylaws.

Resignation of Directors

57. A director who intends to resign must provide a resignation in writing.
58. The resignation takes effect on the later to occur of the following:
- a. the receipt by the Society of the written resignation;
 - b. a specified date (e.g. November 15, 2017) or a specified date and time (e.g. November 15, 2017 at 4:00 pm PST) or on the occurrence of a specified event as stated in the written resignation (e.g. at the AGM on November 28, 2017).

Removal of Directors

59. A director of the Society may be removed from office by special resolution at a general meeting of members.
60. If a director is removed from office under bylaw 59, a qualified person may be elected or appointed, by ordinary resolution, to serve as director for the balance of the term of the removed director.

Validity of Acts of Directors

61. An act of a director is not invalid merely because of a defect in the director's designation, election or appointment or in the qualifications of that director.
62. An act of the Society is not invalid merely because fewer than the required number of directors has been designated, elected or appointed.

Remuneration and Reimbursement of Directors

63. No director will be remunerated for being or acting as a director, but subject to the Act a director may receive remuneration for:
- a. services provided to the Society in another capacity; or
 - b. expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
64. A majority of the directors must not receive or be entitled to receive remuneration from the Society under contracts of employment or contracts for services.

Registry Filings Respecting Directors

65. A notice of change of directors, or a change in the address of any of the directors, must be promptly filed with the registrar

66. If a change of directors occurs at an annual general meeting, the notice of the change may be provided in the annual report the Society files with the registrar.

Duties of Directors

67. A director must, when exercising the powers and performing the functions of a director of the Society:
 - a. act honestly and in good faith with a view to the best interests of the Society,
 - b. act with a view to the purposes of the Society and in accordance with the bylaws of the Society.
 - c. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - d. act in accordance with the Societies Act and the regulations, including (56) Division 4 “Directors Conflict of Interest” of the Act.

PART 6 – PROCEEDINGS and MEETINGS OF DIRECTORS

Proceedings of Directors

68. The directors may meet at any location, on any notice and in any manner convenient to the directors.
69. At their first meeting following an annual general meeting the directors will elect from their members the officers and committee chairs of the Society.
70. The secretary will notify directors as to the time and place of directors’ meetings, giving at least three days’ notice.
71. The directors may from time to time fix the quorum necessary to conduct business, and unless so fixed, the quorum will be a majority of the directors.
72. The president will be chair of all directors’ meetings, but if at a meeting the president is not present within 15 minutes after the time appointed for holding the meeting, the vice-president will act as chair; but if neither is present the directors present may choose one of their number to be chair at that meeting.
73. Questions arising at a directors’ meeting and committee of directors will be decided by a majority of votes.
74. In the case of a tie vote, the chair does not have a casting or second vote in addition the vote to they are entitled to as a director and the proposed resolution does not pass.
75. A resolution circulated to all directors, or committee of directors, in writing or by email will be decided by a majority vote. No response constitutes a negative vote. The resolution and its determination will be recorded in the minutes of the directors’ first meeting following the vote.
76. At any time, the secretary will convene a directors’ meeting upon the request of three directors.

77. Directors may delegate any, but not all, of their powers to committees consisting of a director or directors.
78. Each committee will have terms of reference approved by the board.

Persons Performing Functions of Directors

79. Subject to the Act regulations, if a person who is not a director performs functions of a director, provisions of this Act apply to the person as if that person were a director of the Society.
80. Subsection (79) of the bylaws does not apply to a person who performs the functions of a director if the person is a senior manager or performs those functions under the direction of a director.

Disclosure of Director's Interest

81. A director who has a direct or indirect material interest in:
 - a. a contract or transaction, or a proposed contract or transaction, of the Society, 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 Society.
82. Must disclose and resolve the conflict of interest in accordance to the Act and its regulations.

Validity of Contracts

83. The fact that a director is in any way, directly or indirectly, materially interested in a contract or transaction that the Society has entered into or proposes to enter into does not make the contract or transaction void in accordance with the Act.

Directors' Liability

84. Directors who vote or consent to a resolution authorizing a distribution of money or other property contrary to the Act or the bylaws are jointly and severally liable to restore to the Society any money or other property that is so distributed.
85. Directors will not be liable under section 59 of the Act if they have complied with their duties under section 53 of the Act and have reasonably and in good faith relied on any record, information or representation the court considers provides reasonable grounds for their actions.

Senior Managers

86. The directors may appoint one or more senior managers to exercise the directors' authority to manage the activities or internal affairs of the whole of the Society, or a major part of the Society.
87. A senior manager:
 - a. must meet the requirements of a director to be a senior manager;

- b. has the same duties as a director: to act honestly, in good faith, and in the best interests of the Society; to exercise care, diligence and skill, and act in accordance with the Act, the regulations, and the bylaws;
- c. who has an interest in a proposed or actual contract or transaction of the Society must fully and promptly disclose the nature and extent of the senior manager's interest;
- d. is indemnified if they have complied with their duties under section 59 of the Act and have reasonably and in good faith relied on any record, information or representation the court considers provides reasonable.

Indemnification of Directors and Senior Managers and Payment of Expenses

88. Directors and senior managers may be indemnified against all penalties to which the eligible party is or may be liable in respect of an eligible proceeding in accordance with the Act.

Indemnification or Payment Prohibited

89. Indemnification or payment under Section 64 of the Act may be prohibited under the Act or by the Society's bylaws.

Insurance

90. The Society will purchase and maintain insurance, for the benefit of an eligible party or a representative of the eligible party, against any liability that may be incurred by reason of the eligible party being or having been a director or senior manager of the Society.

PART 7 – DUTIES OF DIRECTORS & OFFICERS

91. The directors of the Society must manage or supervise the management of the activities and internal affairs of the Society.
92. A director of the Society must, when exercising the powers and performing the functions of a director of the Society,
- i. act honestly and in good faith with a view to the best interests of the Society,
 - ii. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances, and
 - iii. act in accordance with the bylaws of the Society and in accordance with the Act and the regulations.
- a. Without limiting bylaw 92, a director of the Society, when exercising the powers and performing the functions of a director of the Society, must act with a view to the purposes of the Society.
 - b. This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of the Society.

- c. Nothing in a contract or the bylaws of the Society relieves a director from liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.
- 93. If a person who is not a director of the Society performs functions of a director, all provisions of these bylaws apply to the person as if that person were a director of the Society.
- 94. Directors are required to act in accordance with the VWCA Director's Conflict of Interest and Code of Conduct documentation and Part 5, Division 4 of the Act.
- 95. The president:
 - a. presides at all meetings of the Society and of the directors;
 - b. is the chief executive officer of the Society and must supervise the other directors in the execution of their duties; and,
 - c. is the spokesperson for the board of directors and the Society.
- 96. The vice president must carry out the duties of the president during the president's absence.
- 97. The secretary is responsible for performing, or making the necessary arrangements for, the following:
 - a. conducting the correspondence of the board;
 - b. issuing notices of general meetings and directors meetings;
 - c. declare if quorum is achieved for any general meeting;
 - d. taking minutes of general and director's meetings;
 - e. maintaining the records of the Society in accordance with the Act, except those required to be kept by the treasurer;
 - f. maintaining the register of members;
 - g. Filing the annual report of the Society per section 73 of the Act, and making any other filings with the registrar, for example, providing notice of change of directors and/or director's address per section 51 of the Act.
- 98. The treasurer is responsible for performing, or making the necessary arrangements for:
 - a. keeping the accounting records in respect of the Society's financial transactions necessary to comply with the Act;
 - b. preparing and rendering financial statements to the directors, members and others when required;
 - c. receiving and banking monies collected from members or other sources;
 - d. making the Society's filings respecting taxes.

99. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
100. If a secretary treasurer holds office, the total number of directors must not be less than or greater than the number that has been determined under bylaw 44).
101. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
102. Signing officers of the Society will be the treasurer and at least one of the other officers of the Association.

PART 8 – BORROWING

103. In order to carry out the purposes of the Society, the directors may on behalf of and in the name of the Society enter into a contract and raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.
104. No debenture will be issued without the sanction of a special resolution.
105. The members may by special resolution restrict the borrowing powers of the directors but a restriction imposed expires at the next annual general

PART 9 – DISTRIBUTION OF PROPERTY BEFORE DISSOLUTION OR ON LIQUIDATION

106. Before the dissolution of the Society under section 126 of the Act
 - a. all of the Society's liabilities must be paid or adequate provision for payment of the liabilities must be made, and subsequently,
 - b. the remaining money or other property of the society may be distributed. A distribution of money or other property must be made only for grants or donations for charitable or educational purposes as the members may determine by ordinary resolution.

PART 10 – NOTICE TO MEMBERS

107. Any notice, including for a general meeting, may be given to a member:
 - a. by delivering it either personally or by mail to the member's registered address;
 - b. by electronic mail at an address provided by the member for that purpose; or
 - c. by advertising in a local newspaper.
108. Notice given under these bylaws will be deemed to have been received as follows:
 - a. if given or served by mail, on the fourth day after it is mailed;
 - b. if served by e-mail, on the third day after it is sent; and

- c. if given or served by advertising in a local newspaper, on the day following publication.

PART 11 – BYLAWS

109. A copy of the constitution and bylaws will be provided to a member on request, free of charge or on payment of not more than \$1.

110. These bylaws will not be altered or added to except by special resolution.

PART 12 – RULES OF ORDER

111. Robert's Rules of Order will be the governing rules of the Society in case of any deficiency in the constitution and bylaws of the Society.

Dated at Victoria, British Columbia, this 11th day of November 2017.