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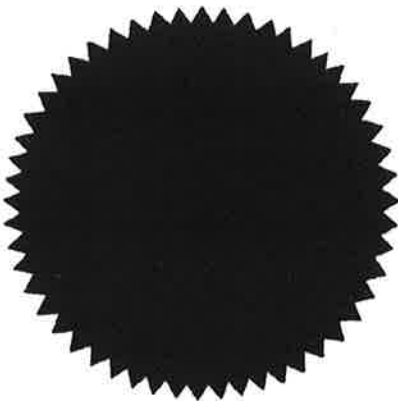
**CERTIFICATE
OF
CHANGE OF NAME**
SOCIETY ACT

I Hereby Certify that

MESSAGE THERAPISTS ASSOCIATION OF B.C.

has this day changed its name to

THE MESSAGE THERAPISTS' ASSOCIATION OF BRITISH COLUMBIA



*Issued under my hand at Victoria, British Columbia
on April 25, 2006*

A handwritten signature in black ink, appearing to read "Ron Townshend".

RON TOWNSHEND
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA



Form 10
(Section 66 and 67)

Certificate of
Incorporation No. S-0017572

SOCIETY ACT

COPY OF RESOLUTION


I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

APR 25 2006

The following is a copy of

- ☒ a special resolution* passed
☐ an ordinary resolution
☐ a directors' resolution

17


RON TOWNSHEND
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA


in accordance with the by-laws of the Society on the 26th day of March, 2006.
(Day) (Month) (Year)

"RESOLVED that:

- (a) the name of the Association is The Massage Therapists' Association of British Columbia; and
(b) the enclosed revised Bylaws of the Association are accepted as approved at this AGM."

Dated this 21st day of April, 2006.
(Day) (Month) (Year)

MASSAGE THERAPISTS ASSOCIATION OF B.C.
(Name of Society)

by  SOLICITOR FOR THE SOCIETY
(Signature) (Relationship to Society)

* Strike out words which do not apply.

[Note— (a) No special resolution has effect until accepted by the Registrar of Companies.

(b) Send, in duplicate, to the Registrar of Companies. Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3. Location Address: 2nd Floor— 940 Blanshard Street, Victoria BC together with applicable fee. Telephone number: 250 356-8609.]

Additional information and forms are available on the Internet at: www.fin.gov.bc.ca/registries

B. BYLAWS

TABLE OF CONTENTS

<u>PART</u>	<u>BYLAW</u>	<u>SUBJECT</u>
1	INTERPRETATION	
	1.1	Definitions
	1.2	Society Act Definitions
2	MEMBERSHIP	
	2.1	Membership
	2.2	Responsibility of Members
	2.3	Membership Rights
	2.4	Term of Membership
	2.5	Membership Dues
	2.6	Arrears
	2.7	Refund
	2.8	Expulsion of Member by Board
	2.9	Expulsion of Member by Members
	2.10	Cessation of Member
	2.11	Standing of Members
3	MEETINGS OF MEMBERS	
	3.1	Time and Place of General Meetings
	3.2	Extraordinary General Meeting
	3.3	Calling of Extraordinary General Meeting
	3.4	General Meeting by Requisition
	3.5	Notice of General Meeting
	3.6	Contents of Notice
	3.7	Omission of Notice
	3.8	Annual General Meetings
4	PROCEEDINGS AT GENERAL MEETINGS	
	4.1	Special Business
	4.2	Resolutions
	4.3	Requirement of Quorum
	4.4	Cessation of Quorum
	4.5	Quorum
	4.6	Lack of Quorum

4.7	Chairman
4.8	Alternate Chairman
4.9	Adjournment
4.10	Notice of Adjournment
4.11	Ordinary Resolution Sufficient
4.12	Entitlement to Vote
4.13	Casting Vote
4.14	Decisions by Show of Hands, Voice Vote or Secret Ballot
4.15	Voting by Proxy
4.16	Copy of Special Resolution to be filed with the Registrar

5 DIRECTORS

5.1	Powers of Directors
5.2	Validity of Acts of Directors
5.3	Management of Property and Affairs
5.4	Number of Directors
5.5	Election of Directors
5.6	Term of Office
5.7	Election by Secret Ballot
5.8	Nominations for Directors
5.9	Voiding of Ballot
5.10	Director Need be a Member
5.11	Election of Less than Required Number of Directors
5.12	Directors Subscribe and Support Purposes
5.13	Removal of Directors
5.14	Grounds
5.15	Replacement Directors
5.16	Invalidation of Acts
5.17	Cessation of Directors
5.18	Remuneration of Directors
5.19	Director May Hold Office or Place of Profit
5.20	Powers of the Board
5.21	Investment of Funds

6 PROCEEDINGS OF THE BOARD

6.1	Procedure of Meetings
6.2	Minimum Number of Meetings
6.3	Quorum
6.4	Chairman of Meetings
6.5	Alternate Chairman
6.6	Calling of Meetings
6.7	Notice

- 6.8 Motions need not be Seconded
- 6.9 Simple Majority Sufficient
- 6.10 Casting Vote
- 6.11 Procedure for Voting
- 6.12 Resolution in Writing
- 6.13 Waiver of Notice by Absent Director

7 ADVISORY COUNCIL

- 7.1 Constitution of Advisory Council
- 7.2 Size and Composition
- 7.3 Powers
- 7.4 Meetings

8 COMMITTEES

- 8.1 Delegation of Committees
- 8.2 Rules
- 8.3 Meetings
- 8.4 Executive Committee
- 8.5 Power to Transact Business
- 8.6 Standing and Special Committees

9 DUTIES OF OFFICERS

- 9.1 Election of Officers
- 9.2 Secretary and Treasurer Required
- 9.3 Removal of Officers
- 9.4 Replacement
- 9.5 Duties of Secretary
- 9.6 Duties of Treasurer
- 9.7 Duties of President
- 9.8 Absence of Secretary at Meeting
- 9.9 Combination of Offices of Secretary and Treasurer
- 9.10 Election of Secretary to be Responsible for Minutes and Correspondence

10 SEAL

- 10.1 Provision for Seal
- 10.2 Affixation of Seal to Documents

11	BORROWING	
	11.1	Powers of Directors
	11.2	Issuance of Debentures
	11.3	Restriction of Borrowing Powers
12	AUDITOR	
	12.1	Requirement
	12.2	First Auditor
	12.3	Appointment of Auditor at Annual General Meeting
	12.4	Removal of Auditor
	12.5	Notice of Appointment
	12.6	Restrictions on Appointment
	12.7	Attendance at Annual General Meetings
13	NOTICES	
	13.1	Entitlement to Notice
	13.2	No Other Person Entitled
	13.3	Method of Giving Notice
	13.4	When Notice Deemed to Have Been Received
	13.5	Days to be Counted in Notice
14	MISCELLANEOUS	
	14.1	Inspection of Records
	14.2	Reasonable Charges
	14.3	Participation in Meetings
	14.4	Rules Governing Notice, Board Resolutions and Ordinary Resolutions
	14.5	Right to Become Member of other Society
	14.6	Not a Reporting Society
	14.7	Branch Societies
	14.8	Not a Subsidiary
15	INDEMNIFICATION	
	15.1	Indemnification of Directors, Officers and Employees
	15.2	Indemnification of Directors, Agents and Employees
	15.3	Submission to Members for Approval
	15.4	Default or Neglect by Directors or Officers
	15.5	Indemnification of Legal Representatives of Directors and Officers
	15.6	Advancement of Expenses

- 15.7 Approval of Court and Term of
Indemnification
- 15.8 Indemnification not Invalidated by
Non-Compliance
- 15.9 Purchase of Insurance

16 BYLAWS

- 16.1 Entitlement of Members to copy of Constitution and
Bylaws
- 16.2 Special Resolution Required to Alter or Add
to Bylaws

PART 1 - INTERPRETATION

- 1.1 In these bylaws and the constitution of the Society, unless the context otherwise requires:
- 1.1.1 "address of the Society" means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
 - 1.1.2 "appointed director" means a person appointed in accordance with these bylaws as an appointed director or appointed as a replacement director for an appointed director;
 - 1.1.3 "Association" means the Massage Therapists Association of British Columbia.
 - 1.1.4 "Board" means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
 - 1.1.5 "Board resolution" means:
 - 1.1.5.1 a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those directors who are present and entitled to vote at such meeting; or
 - 1.1.5.2 a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;
 - 1.1.6 "bylaws" means the bylaws of the Society as filed in the Office of the Registrar;
 - 1.1.7 "Chairperson" means a person elected to the office of Chairperson in accordance with these bylaws but such office holder may, with the approval of a Board resolution, use the title President, Chair, Chairwoman or Chairman in substitution for, or in addition to, the title "Chairperson";
 - 1.1.8 "constitution" means the constitution of the Society as filed in the Office of the Registrar;
 - 1.1.9 "directors" means those persons who have become either appointed, elected or replacement directors in accordance with these bylaws and have not ceased to be directors, and a "director" means any one of them;
 - 1.1.10 "elected director" means a person elected as an elected director in accordance with these bylaws or elected or appointed as a replacement director for an elected director;
 - 1.1.11 "Income Tax Act" means the Income Tax Act, S.C. 1970 71 72, c. 63 as amended from time to time;

1.1.12 "members" means the applicants for incorporation of the Society and those persons who have subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members, and a "member" means any one of them;

1.1.13 "ordinary resolution" means

1.1.13.1 a resolution passed at a duly constituted general meeting of the Society by a simple majority of the votes cast by those members who are present and entitled to vote at such meeting; or

1.1.13.2 a resolution that has been submitted to all of the members and consented to in writing by 75% of the members who would have been entitled to vote on it at a general meeting of the Society;

1.1.14 "registered address" of a member or director means the address of that person as recorded in the register of members or the register of directors;

1.1.15 "Registrar" means the Registrar of Companies of the Province of British Columbia;

1.1.16 "Society Act" means the Society Act R.S.B.C. 1979, c. 390, as amended from time to time;

1.1.17 "special resolution" means:

1.1.17.3 a resolution passed at a duly constituted general meeting of the Society, of which notice has been given of the intention to propose the resolution as a special resolution, by a majority of not less than 75% of the votes cast by those members who are present and entitled to vote at such meeting; or

1.1.17.4 a resolution consented to in writing by every member who would have been entitled to vote at a general meeting of the Society.

1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in the Society Act on the date these bylaws become effective apply to these bylaws and the constitution.

PART 2 MEMBERSHIP

2.1 Membership in the Association shall be restricted to those persons whose application for admission as a member of the Association has been accepted by the Board and shall consist of active, student, honorary and associate members.

2.1.1 "Active Member" means a currently registered Massage Therapist in the Province of British Columbia, whether practicing or non-practising, who is in

good standing with the College of Massage Therapists of British Columbia and has paid the prescribed member fee in accordance with the current fee schedule, and includes an Honourary Member as described hereafter;

- 2.1.2 "Student Member" means a person who is currently registered as a massage therapy student with an institution that has been accredited by the College of Massage Therapists of British Columbia and has paid the prescribed member fee in accordance with the current fee schedule;
- 2.1.3 "Honourary Member" means a person who through his or her interest and special skills has supported the Association by meritorious service. The names of proposed Honourary Members shall be submitted by the Board at a general meeting and approval of the nomination requires 75% of the duly constituted Active Members attending the meeting.
- 2.1.4 "Associate Member" means a person, other than a person registered as active with the College of Massage Therapists of BC, and who has paid the prescribed fee to join the Association.
- 2.2 It is the responsibility of all Members to support and promote the purposes of the Association, pay all membership dues, fees and assessments as determined by the Board and to uphold the constitution and comply with these bylaws.
- 2.3 Only Active and Honourary members have the following rights and privileges:
 - 2.3.1 Attendance at all general meetings of the Association;
 - 2.3.2 Receipt of copies of the notices of the Association;
 - 2.3.3 Receipt of copies of the annual financial statements of Association;
 - 2.3.4 Receipt of a general summary of the minutes of non-confidential items dealt with at board of directors' meetings;
 - 2.3.5 Attendance at an "open segment" of board of directors' meetings;
 - 2.3.6 Selection by the Board to serve on the various committees performing Association business;
 - 2.3.7 Nomination for and service on the board of directors;
 - 2.3.8 To move or second motions, other than on matters that are within the sole discretion of the Board;
 - 2.3.9 To nominate persons to serve as a board member;
 - 2.3.10 To vote on any and all matters under consideration.

- 2.4 Memberships shall have a term commencing on October 1 of the year in which the Member is accepted as a Member or renews such membership and ending on September 30 of the following year.
- 2.5 Membership dues are payable in accordance with the fee payment schedule, established by the Board, and must be paid to the Association for October 1 of the year in which the Member applies for acceptance or renewal of such membership.
- 2.6 Members in arrears of dues after October 1 of the year in which the Member applies for acceptance or renewal, may be subject to late fees. .
- 2.7 A Member who resigns, is suspended or expelled from the Association is not entitled to a refund of any part of dues, fees or assessments paid by that Member.
- 2.8 The Board may expel a member if, in the view of the Board, it is impracticable or contrary to the best interests of the Association to have a decision on a proposed expulsion of a member be voted on by the Members, and includes, but is not limited to, circumstances in which the member has exhibited conduct unbecoming of a member or through an act or omission has risked bringing the reputation of the Association into disrepute.
 - 2.8.1 Where the Board expels any member pursuant to article 2.8, any member so expelled shall have recourse to appeal the decision of the Board in accordance with policies and procedures in effect at that time.
- 2.9 A member may be expelled from the Association by special resolution of the Members on the grounds that:
 - 2.9.1 the member's personal or professional conduct has been such as to bring the reputation of the profession or the Association into disrepute;
 - 2.9.2 the member is in non-compliance with the bylaws;
 - 2.9.3 the member ceases to be registered as a massage therapist in good standing with the College of Massage Therapists of British Columbia; or
 - 2.9.4 the member is in arrears in the payment of dues, fees and special assessments for more than sixty (60) days.
- 2.10 A person shall immediately cease to be a member of the Society:
 - 2.10.1 upon the expiry of the Members term without having renewed such membership;
 - 2.10.2 upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated thereon;
 - 2.10.3 upon his or her death; or
 - 2.10.4 upon being expelled.

- 2.11 All members are deemed to be in good standing unless otherwise notified in writing by the Board.

PART 3 MEETINGS OF MEMBERS

- 3.1 The general meetings of the Association shall be held at such time and place as the Board shall reasonably determine in their discretion.
- 3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.3 The Board may, in its discretion, convene an extraordinary general meeting.
- 3.4 The Board shall convene an extraordinary general meeting upon requisition by not less than 10% of the Active Members of the Association.
- 3.5 The Association shall give not less than 14 days' written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period for a particular meeting by unanimous consent in writing.
- 3.6 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.7 The accidental omission to give notice of a general meeting to, or the non receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.8 The first annual general meeting of the Association shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is:
- 4.1.1 all business at an extraordinary general meeting except the adoption of rules of order; and
- 4.1.2 all business that is transacted at an annual general meeting, except:
- 4.1.2.1 the adoption of rules of order;
 - 4.1.2.2 consideration of the financial statements;
 - 4.1.2.3 consideration of the report of the directors;
 - 4.1.2.4 consideration of the report of the auditor;
 - 4.1.2.5 the election of directors;

4.1.2.6 the appointment of the auditor; and

4.1.2.7 such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.

- 4.2 Resolutions to be voted on by the Members at an annual general meeting or an extraordinary general meeting must be received by the Board by the designated time as set by the Board.
- 4.3 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 A quorum at a general meeting is 5% of the Active Members of the Association.
- 4.6 If within 30 minutes from the start time for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 4.7 The President of the Association shall, subject to a Board resolution appointing another person, chair all general meetings; but if at any general meeting the President, or such alternate person appointed by a Board resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the members present may choose one of their numbers to chair that meeting.
- 4.8 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternative, to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as chair.
- 4.9 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.10 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.11 Any issue at a general meeting which is not required by these bylaws or the Society Act to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.12 Only Active Members in good standing are entitled to vote.

- 4.13 The person chairing a general meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 4.14 Voting shall be by show of hands or voice vote recorded by the secretary of the general meeting.
- 4.15 Voting by proxy is permitted where both parties involved are active members and where the absent member's authorization in writing is presented to the secretary no less than one week prior to the meeting.
- 4.16 A copy of any special resolution passed in accordance with the bylaws shall be filed with the Registrar in the prescribed form and shall not take effect until such copy is accepted by the Registrar.

PART 5 DIRECTORS

- 5.1 The Board may exercise all such powers and do all such acts and things as 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 members in general meeting, but subject, nevertheless, to the provisions of:
 - 5.1.1 all laws affecting the Association;
 - 5.1.2 these bylaws; and
 - 5.1.3 rules, not being inconsistent with these bylaws, which are made from time to time by the Association in general meeting.
- 5.2 No rule made by the Association in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The property and the affairs of the Association shall be managed by the Board.
- 5.4 The number of directors shall be not less than three and no more than nine and the past-President, as may be determined from time to time by ordinary resolution.
- 5.5 Elected directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.
- 5.6 Elections for elected directors shall normally be held at the annual general meeting and the term of office of elected directors shall normally be two (2) years. For purposes of calculating the duration of a director's term of office, the term shall be deemed to commence at the close of the last annual general meeting held prior to the director's term of office commencing.
- 5.7 In elections where there are more candidates than vacant positions for elected directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

- 5.8 Nominations for directors must be received by the Board no less than one week prior to the date and time set for an annual general meeting.
- 5.9 No member shall vote for more elected directors than the number of vacant positions for elected directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 5.10 A person must be an Active Member in good standing with the Association to be eligible to be a director of the Association.
- 5.11 Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected or appointed and the result is that the number of directors would fall below three, the person previously elected or appointed as director shall continue to hold office until such time as successor directors are elected or appointed.
- 5.12 Every director shall unreservedly subscribe to and support the purposes of the Association.
- 5.13 The Members may by special resolution remove any director at any time and may elect or appoint a person as a replacement director and determine the term of such replacement director.
- 5.14 A director may be removed on the grounds that the director has or continues to act in a manner that will bring the reputation of the Association into disrepute or for being in contravention of these bylaws.
- 5.15 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal by ordinary resolution or the number of directors is then less than three, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 5.16 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.17 A person shall automatically cease to be a director of the Society:
- 5.17.1 upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein; or
 - 5.17.2 upon his or her death; or
 - 5.17.3 upon being removed by an ordinary resolution.
- 5.18 A director may be remunerated for services rendered in his or her capacity as a director as determined by a Board resolution and a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

- 5.19 A director may hold any office or place of profit in the Association (other than auditor) in conjunction with his or her office of director, for the period and on such terms as the Board determines. Subject to the Society Act, no director shall be disqualified by such office from contracting with the Association.
- 5.20 The Board shall have the power to make contracts or agreements on behalf of the Association up to \$50,000 annually. Expenditures or indebtedness greater than that sum, with the exception of office accommodation and salary commitments, must be approved by the membership. The Board shall take such steps as it deems necessary to enable the Association to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Association. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.
- 5.21 In investing the funds of the Association, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its option are prudent. Subject to the provisions of the Society Act, a director shall not be liable for any loss which may result from any such investment.

PART 6 PROCEEDINGS OF THE BOARD

- 6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that five days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall 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 or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Association.
- 6.2 The Board shall hold such meetings no less than nine (9) times per calendar year.
- 6.3 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be two thirds of the directors in office at the time when the meeting convenes.
- 6.4 The President of the Association shall, subject to a Board resolution appointing another person, chair all meetings of the Board; but if at any Board meeting the President or such alternate person appointed by a Board resolution, is not present within 15 minutes after the start time for the meeting, or requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.
- 6.5 If the person presiding as chair of a meeting of the Board wants 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 the directors present at such meeting, he or she may preside as chair.
- 6.6 A director may at any time, and the Secretary at the request of a director shall, convene a meeting of the Board.

- 6.7 For the purposes of the first meeting of the Board held immediately following the appointment or election of a director or directors at an annual or other general meeting, or for the purposes of a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.
- 6.8 No resolutions proposed at a meeting of the Board need be seconded.
- 6.9 Any issue at a meeting of the Board which is not required by these bylaws or the Society Act to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 6.10 The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 6.11 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any two directors, a secret vote by written ballot shall be required.
- 6.12 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 6.13 A director who contemplates being or is absent from British Columbia may, by letter, facsimile, telegram or email, send or deliver to the address of the Association a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:
- 6.13.1 no notice of meetings of the Board need be sent to that director; and
- 6.13.2 any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

PART 7 ADVISORY COUNCIL

- 7.1 The Board may constitute an Advisory Council to provide advice and counsel to the Board on broad issues of policy and profile and may appoint worthy persons to it and determine the terms of each appointment.
- 7.2 The Board shall determine the size and composition and specific functions of the Advisory Council.
- 7.3 The Advisory Council shall not have the legal powers to direct the acts and operations of the Association.

- 7.4 The Advisory Council may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on it by the Board.

PART 8 COMMITTEES

- 8.1 The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors as it thinks fit.
- 8.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report the substance of the 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 directors may determine.
- 8.3 The members of a committee may meet and adjourn as they think proper and meetings of the committees shall be governed by the rules set out in these bylaws governing proceedings of the Board.
- 8.4 There may be an Executive Committee consisting of directors of which there must be at least two.
- 8.5 Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Society in the interim between meetings of the Board. The Executive Committee shall meet at the call of the chair of the Executive Committee.
- 8.6 The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purposes or purposes for which it is appointed, and shall 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 shall automatically be dissolved.

PART 9 DUTIES OF OFFICERS

- 9.1 At the first meeting of the Board held after an annual general meeting, the Board shall elect from among the directors a President and Vice-President who shall hold office until the first meeting of the Board held after the next following annual general meeting.
- 9.2 The Board shall appoint a Secretary and Treasurer and may appoint and remove such other officers of the Association as it deems necessary and determine the duties, responsibilities, term and remuneration, if any, of all officers.
- 9.3 A person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than two-thirds of the directors present.
- 9.4 Should the President or any other officer for any reason not be able to complete his or her term, the Board shall elect a replacement without delay.

- 9.5 The Secretary shall be responsible for making the necessary arrangements for:
- 9.5.1 the issuance of notices of meetings of the Association and Board and Advisory Council;
 - 9.5.2 the keeping of minutes of all meetings of the Association and Board and Advisory Council;
 - 9.5.3 the custody of all records and documents of the Association except those required to be kept by the Treasurer;
 - 9.5.4 the custody of the common seal of the Association;
 - 9.5.5 the maintenance of the register of members; and
 - 9.5.6 the conduct of the correspondence of the Association.
- 9.6 The Treasurer shall be responsible for making the necessary arrangements for:
- 9.6.1 the keeping of such financial records, reports and returns including books of account, as are necessary to comply with the Society Act and the Income Tax Act; and
 - 9.6.2 the rendering of financial statements to the directors, members and others when required.
- 9.7 If the President has failed to attend any meeting of the Association or the Board after 30 minutes has elapsed from the time set for the commencement of that meeting, the directors present shall appoint another person to act as President at that meeting.
- 9.8 If the Secretary has failed to attend any meeting of the Association or the Board after 30 minutes has elapsed from the time set for the commencement of that meeting, the directors present shall appoint another person to act as Secretary at that meeting.
- 9.9 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer.
- 9.10 Notwithstanding the foregoing bylaws, the Board may elect a secretary of the Board to be responsible for the preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

PART 10 SEAL

- 10.1 The Board may provide a common seal for the Association and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
- 10.2 The common seal shall be affixed only when authorized by a resolution of the Board, 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.

PART 11 BORROWING

- 11.1 In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
- 11.2 No debenture shall be issued without the authorization of a special resolution.
- 11.3 The members may by ordinary resolution restrict the borrowing powers of the Board.

PART 12 AUDITOR

- 12.1 This part applies only where the Association is required or has resolved to have an auditor.
- 12.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.
- 12.3 At each annual general meeting, the Association shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Society Act.
- 12.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Society Act.
- 12.5 An auditor shall be promptly informed in writing of his appointment or removal.
- 12.6 No director or employee of the Association shall be auditor.
- 12.7 The auditor may attend general meetings.

PART 13 NOTICES

- 13.1 Notices of a general meeting shall be given to:
 - 13.1.1 every person shown on the register of members as a member on the day the notice is given; and
 - 13.1.2 the auditor.
- 13.2 No other person is entitled to be given notice of a general meeting.
- 13.3 A notice may be given to a member or a director either personally (by delivery, facsimile, telegram or email) or by first class mail posted to such person's registered address.
- 13.4 A notice sent by mail shall be deemed to have been given on the second 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 there shall be, 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, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile, telegram or email shall be deemed to have been given on the day it was so delivered or sent.

- 13.5 If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

PART 14 MISCELLANEOUS

- 14.1 The Board may from time to time determine, whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Association shall be open to inspection by any person not being directors of the Association.. In the absence of such determination by the Board, the documents, including the books of account, of the Association shall not be open to inspection by any person of the Association not being a director.
- 14.2 The Association may, in the discretion of the Board, charge a reasonable amount for administrative costs associated with the provision of any services provided by the Association, including but not limited to the time to collect, sort and search through any documents, and the costs to reproduce such documents.
- 14.3 Any meeting of the Association, the Board, the Advisory Council or any committee may also be held, or any member, director or member of the Advisory Council or the committee may participate in any meeting of the Association, the Board, the Advisory Council or any committee, by conference call or similar communication equipment or device so long as all the members, directors, members of the Advisory Council or persons participating in the meeting can hear and respond to one another. All such members, directors, members of the Advisory Council or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the Secretary of such meeting.
- 14.4 The rules governing when notice is deemed to have been given set out in these bylaws shall apply to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 14.5 The Association shall have the right to subscribe to, become a member of and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

- 14.6 Subject to an order of the Registrar pursuant to the Society Act stating that the Association is a "reporting society" as defined under the Society Act, the Association shall be deemed not to be a "reporting society".
- 14.7 The Association may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Association, that the Association confers.
- 14.8 The Association shall be deemed not to be a subsidiary of any other society or corporation.

PART 15 INDEMNIFICATION

- 15.1 Subject to the provisions of the Society Act, each director or officer or employee of the Association shall be indemnified by the Association against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director or employee of the Association, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director or employee. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Association.
- 15.2 Subject to the provisions of the Society Act, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Association or any association or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Association by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.
- 15.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by an ordinary resolution (unless any different or additional requirement is imposed by the Society Act or these bylaws) shall be as valid and as binding upon the Association and upon all the members as though it has been approved, ratified and confirmed by every member of the Association.
- 15.4 Subject to the provisions of the Society Act, no director or officer for the time being of the Association shall be liable for the acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Association shall be

lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such director or officer.

- 15.5 The Association shall, to the full extent permitted by the Society Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or officer of the Association and his or her heirs and legal representatives.
- 15.6 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Association prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
- 15.7 The Association shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Association, on being elected or appointed, shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.
- 15.8 The failure of a director or officer of the Association to comply with the provisions of the Society Act or of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this part.
- 15.9 The Association shall purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

PART 16 BYLAWS

- 16.1 On being admitted to membership, each member is entitled to and upon request the Association shall provide him or her with a copy of the constitution and bylaws of the Association.
 - 16.2 These bylaws shall not be altered or added to except by special resolution.
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