

CERTIFIED DENTAL ASSISTANTS OF BRITISH COLUMBIA

Incorporated August 4, 1998

Society No. S-38660

# CONSTITUTION AND BYLAWS

Filed with Registries: October 12, 2007

# CERTIFIED DENTAL ASSISTANTS OF BRITISH COLUMBIA

## Constitution and Bylaws

### Record of Amendments to the Bylaws

<i>*Date Filed</i>	<i>Section, Part</i>	<i>Change</i>	<i>Rationale</i>
December 1, 2000	Section 19 (1), Part 4	Change 15 active members to 6 active members.	To reduce quorum.
December 1, 2000	Section 55 (2), Part 9	Delete: <ul style="list-style-type: none"> <li>• Regional Representative, as appointed by the Regional Representatives of the Board</li> </ul>	The liaison relationship between the Board and the Management Committee was no longer required.
December 12, 2001	Section 26 (6) b, Part 5	Add: In the event of a vacancy in the office of President Elect, the Board may appoint a member to fulfil the position until the end of that term of office, at which time a President and a President Elect, duly elected by the members shall begin serving their respective term of office.	There was no provision in the bylaws to 'elect' a President.
November 19, 2002	Entire document	Amend references to reflect the current committee structure.  Cosmetic, punctuation, and gender neutral changes.	To accurately reflect the current committee structure, i.e. Awards Committee, Election Guidelines, Elections Officer, and Nominations Committee.
October 22, 2004	Section 5 (3)	Amend criteria for Associate Membership:  Associate membership is available to any person with a sincere interest in the mission and objectives of the society. Associate members may not vote or hold office.	To broaden the potential for creating diversity, broadening perspective, and contributing to revenue.
October 4, 2006	Entire document	Amend Board's composition, election process, and eligibility.  Cosmetic and language changes.	To reflect the current Board structure.  To correct inconsistencies and problems with language and the organisation of the document and reflect references to current technology.
October 12, 2007	Sections 5.4 & 5.4  Sections 12.1 & 12.3	Amend election criteria.  Expand on Notice of Annual General Meeting.	To allow for a more efficient and economical election process. To encompass all means of communications.

\*Refers to date amendment was filed, registered and certified by the Registrar of Companies

Date of Incorporation: August 4, 1998

Society Number: S-38660

CDABC

Constitution & Bylaws

## CERTIFIED DENTAL ASSISTANTS OF BRITISH COLUMBIA

## Constitution

- |         |     |   |
|---------|-----|---|
| Name    | I.  | The name of the Association shall be Certified Dental Assistants of British Columbia.   |
| Purpose | II. | <p>The purpose of the Association is to advocate and promote educational and professional standards for certified dental assistants; and, to be the voice of certified dental assistants in all forums. The Association will provide leadership; act as a communication vehicle and foster camaraderie amongst the Members.</p> <ol style="list-style-type: none"> <li>1. To increase the professional profile of certified dental assistants.</li> <li>2. To develop within the dental community, the government and the public, a recognition and appreciation for the specific skills that certified dental assistants may legally practise in the province of British Columbia.</li> <li>3. To develop within the dental community, the government, and the public a recognition and appreciation for the value of the contribution of certified dental assistants to the provision of dental care in the province of British Columbia.</li> <li>4. To promote quality continuing education opportunities for certified dental assistants that are relevant, accessible, and economical. Also, to assist certified dental assistants who are re-entering the work force.</li> <li>5. To facilitate certified dental assistants in exercising the appropriate degree of autonomy over their profession, while working in collaboration with allied dental professionals.</li> <li>6. To advocate for certified dental assistants, so that they are assessed a fair and equitable registration and licence fee.</li> <li>7. To expand the number of certified dental assistants involved in committee activity in order to develop an increased level of professional awareness; sense of pride; and, unity and ownership in their profession.</li> </ol> |

8. Liaise with the Canadian Dental Assistants' Association.

- Beneficiaries III. The operations of the Association shall be carried on exclusively for purposes and objectives of the Association, and no Member or Director shall accrue benefit other than those who may be hired by the Association, with Board approval, as employees.
- Winding up IV. In the event that the Association shall be wound up or liquidated in accordance with the provisions of the Society Act of British Columbia, assets and property, real or personal, held by the Association, shall be disbursed by a resolution of the Members.

## BYLAWS

## Part 1 - Interpretation

- 1.1 In the constitution and these bylaws,
- a) "Act" means the *Society Act* and any amendments thereto,
  - b) "AGM" means an annual general meeting,
  - c) "Association" means Certified Dental Assistants of British Columbia,
  - d) "Board" means the directors of the Association, acting as a body,
  - e) "CDA" means a certified dental assistant, Registered and in good standing with the College,
  - f) "CDAA" means Canadian Dental Assistants' Association,
  - g) "College" means College of Dental Surgeons of British Columbia,
  - h) "director" means a director of the Association,
  - i) "general meeting" includes an AGM and a special general meeting,
  - j) "Member" means a member of the Association,
  - k) "ordinary resolution" and "special resolution" have the meaning given to them by the *Act*,
  - l) "Registered" means a CDA who is on the register of the College, whether practicing or non-practicing,
  - m) "registered address" means a Member's address as recorded in the Register of Members,
  - n) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax, and
  - o) the singular includes the plural and vice versa.
- 1.2 The *Constitution and Bylaws* can only be rescinded, amended, or altered by special resolution.
- 1.3 The definitions in the *Act* on the date these bylaws become effective apply to these bylaws, unless the bylaws or context otherwise require.
- 1.4 The rules of construction in the *Interpretation Act* apply, *mutatis mutandis*, to the interpretation of the bylaws.
- 1.5 Each Member is entitled to and the Association must, on request, give the Member a copy of the constitution and bylaws upon payment of a fee determined by the Board, but that fee must not exceed \$1.

## Part 2 - Membership

- 2.1
- 1) The Members are the applicants for incorporation and those persons who subsequently become Members in accordance with these bylaws and who, in either case, have not ceased to be Members.
  - 2) There are four categories of Member – Active Members, Student Members, Associate Members, and Honorary Members.
  - 3) Active Members must be CDAs.

- 4) Student Members must be enrolled in a recognised CDA program in Canada. A Student Member cannot vote or be a director.
  - 5) Associate Members are persons who support the purposes of the Association. An Associate Member cannot vote or be a director.
  - 6) Honorary Members are appointed for life by resolution of the Board. An Honorary Member cannot vote or hold office, but an Honorary Member who immediately prior to appointment was an Active Member may continue to vote.
- 2.2
- 1) A person may apply to the Board for membership, and on acceptance by the Board and payment of membership dues, if any, is a Member.
  - 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership, and determine the category an applicant is eligible for.
  - 3) The amount and date for payment of membership dues, if any, must be determined by the Board.
- 2.3 Applications for membership must
- a) be in writing and in a form approved by the Board, and
  - b) include membership dues, if any.
- 2.4
- 1) Membership is not transferable, and membership dues are not refundable.
  - 2) Membership must be renewed annually.
- 2.5
- 1) The Board must determine
    - a) the amount of annual membership dues, if any, payable by Members of each category, and the date for their payment, and
    - b) any special levies that may be assessed, and the amount of such levies that will be assessed against Members of each category.
  - 2) An Honorary Member is not liable for payment of annual membership dues or special levies.
- 2.6 Every Member and director must comply with
- a) the *Act*,
  - b) the *Constitution and Bylaws*,
  - c) any rules and policies made by the Association, including procedures for its governance, and
  - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.7
- 1) A Member ceases to be a Member
    - a) in the case of an Active Member, ceasing to be a CDA,
    - b) on delivering a written resignation to the Association,
    - c) on death,
    - d) on having been a Member not in good standing for 30 days, or
    - e) on being expelled.
  - 2) An Active Member whose Registration is suspended by the College is not eligible to vote or hold office during the term of the suspension.

- 2.8 A Member becomes a Member not in good standing on
- a) failing to pay a debt due and owing to the Association, or
  - b) ceasing to be Registered, or if the Member's Registration is suspended by the College, or
  - c) failing to pay membership dues by or before the time set for their payment by the Board.
- 2.9
- 1) A Member may be expelled by special resolution.
  - 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - 3) A Member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 2.10
- 1) A Member may be expelled or suspended by resolution of the Board, for conduct contrary to the objects of the Association, or conduct unbecoming a professional.
  - 2) Two-thirds of the directors then in office must vote in favour of a resolution to expel or suspend a Member.
  - 3) The notice of resolution for expulsion or suspension must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - 4) A Member who is the subject of a proposed resolution for expulsion or suspension must be given an opportunity to be heard by the Board before the resolution is put to a vote.
  - 5) A resolution under this bylaw may be reversed by special resolution.

### Part 3 - Meetings of Members

- 3.1 General meetings must be held at the time and place, in accordance with the *Act* and these bylaws, that the Board decides.
- 3.2 An AGM must be held at least once in every calendar year, not more than 15 months after the last preceding AGM.
- 3.3 Every general meeting, other than an AGM, is a special general meeting.
- 3.4 The Board may, when it thinks fit, convene a special general meeting.
- 3.5
- 1) The Board, on the requisition of 10% or more of the Members, must convene a special general meeting without delay.
  - 2) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must
    - a) state the purpose of the special general meeting,
    - b) be signed by the requisitionists, and

- c) be delivered or sent by registered mail to the address of the Association.
  - 3) If, within 21 days after the date of the delivery of the requisition, the Board does not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition.
  - 4) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.
- 3.6
- 1) Notice of a general meeting must
    - a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business,
    - b) include any special resolution to be proposed at the meeting, and
    - c) be given to all Members not less than 14 days before the meeting, in the manner permitted by the *Act*.
  - 2) 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.

#### Part 4 - Proceedings at General Meetings

- 4.1 Special business is
- a) all business at a special general meeting, except the adoption of rules of order, and
  - b) all business at an AGM, except
    - i) adoption of rules of order,
    - ii) consideration of the financial statements,
    - iii) the report of the Board on the Association's activities,
    - iv) the report of the auditor,
    - v) appointment of the auditor, and
    - vi) the other business that, under these Bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 4.2
- 1) Quorum is six Active Members in good standing present.
  - 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
  - 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.3
- 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, but in any other case, it stands adjourned to a time and place determined by the Board, 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. No notice of a meeting adjourned under this Bylaw need be given to Members not present.



- 4.4 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 2) When a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as for the original meeting.
- 3) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.5 1) In the case of an equality of votes, the chair of a general meeting does not have a casting or second vote in addition to the vote to which the chair is entitled to as a Member, and the motion is defeated.
- 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 4.6 1) The President, the President Elect, or one of the other directors present must chair a general meeting.
- 2) If at a general meeting there is no President, President Elect or other director present within 15 minutes after the time appointed for holding the meeting, or the President, President Elect and all other directors present are unwilling or unable to act as chair, the Members present must choose a Member to be chair.
- 4.7 1) Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.
- 2) Voting is by show of hands, except when a ballot is requested by a majority of Members present, on a show of hands.
- 3) Each Active Member in good standing is entitled to one vote.
- 4) Student, Associate, and Honorary Members are entitled to notice of general meetings, and to attend and speak.
- 5) Proxy voting is prohibited.
- 4.8 Subject to the *Act* and these *Bylaws*, a general meeting may adopt rules of order, but if it does not do so, then Sturgis' Rules of Order must be used.

## Part 5 - Board and Officers

- 5.1 1) The Board may exercise all the powers of the Association, and do all the things that the Association may do, subject to
- a) the *Constitution* and these *Bylaws*,
  - b) all laws affecting the Association, and
  - c) rules, not being inconsistent with these *Bylaws*, which may be made from time to time by the Association in general meeting.

- 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.
- 5.2
- 1) The directors are the President, President Elect, five elected directors, and two additional directors appointed by those seven directors immediately following an election, one to represent the public interest and one to represent the CDAA. These nine directors make up the Board.
  - 2) Directors have a normal term of office of two years, beginning on April 1<sup>st</sup> and ending on March 31<sup>st</sup>. One half of the directors, or as near to one half as is reasonably practicable, must be elected each year.
  - 3) The public director appointed by the Board must not be a Member, and be at arm's length with all Members as defined in the *Income Tax Act*.
  - 4) The director appointed to represent the interest of the CDAA must meet the terms and conditions of the CDAA Bylaws and policy.
  - 5) The President Elect becomes President at the end of the President's term of office, or when the President ceases to hold office.
  - 6) Not more than one half of the directors can ordinarily reside in the Fraser Valley, Greater Vancouver, Squamish-Lillooet, and Sunshine Coast Regional Districts.
- 5.3
- 1) Except for the directors appointed under *Bylaws* 5.2(3) and (4), a candidate nominated for election must
    - a) be an Active Member in good standing,
    - b) be nominated by three Active Members in good standing, and
    - c) accept the nomination, in writing.
  - 2) A nomination must be made in writing.
- 5.4
- 1) The election date each year is March 15<sup>th</sup>.
  - 2) When an action under this bylaw must take place on or before a specified date
    - a) it must take place no later than 5:00 PM Pacific Time on that date, and
    - b) if that date is a Saturday, Sunday, or statutory holiday, then the date is extended to the next ordinary day of business thereafter.
  - 3) The Board must, no later than January 15<sup>th</sup>, give notice of an election and call for nominations, by such means as the Board deems reasonable and effective. The notice must inform Members of the procedures for nominations, voting, and the election, and the positions and terms that are open.
  - 4) Nominations must be received at the business office of the Society no later than February 15<sup>th</sup>.
  - 5) The Society must, no later than February 28<sup>th</sup>, send or provide to each Member who is eligible to vote election materials, including
    - a) the names and places of residence of the candidates,
    - b) reasonable information, provided by the candidates, about their qualifications and skills,

- c) clear instructions on the method or methods by which a Member may vote, and
  - d) such other information as is necessary.
- 6) To be eligible to be counted, a Member must vote no later than March 15<sup>th</sup>.
  - 7) In an election, every Active Member in good standing has a number of votes equal to the number of vacancies.
  - 8) If the number of candidates is fewer than or equal to the number of vacancies, the candidates must be declared elected and an election need not be held.
  - 9) The President need not be elected, unless the offices of both President and President-Elect are vacant at an election.
  - 10) The Board may set reasonable policies governing nominations, elections, and voting, including
    - a) confirming that nominees are eligible to be elected, and their qualifications,
    - b) the information, if any, that candidates may provide under bylaw 5.4(5),
    - c) ensuring that all voters are able to vote,
    - d) security and confidentiality of the election and voting, and
    - e) counting and verification of votes.
  - 11) Ballots must be counted by March 15<sup>th</sup>, and the results of the election announced to the Members as soon thereafter as is reasonably practicable."
- 5.5
- 1) An election may at the discretion of the Board be conducted by electronic means, including but not limited to through use of a website, telephone, electronic mail, or facsimile.
  - 2) An election must not be conducted by electronic means unless the Board is satisfied as to the integrity, security and reliability of all aspects of the process to be used.
  - 3) When an election is conducted by electronic means, the Society must permit members to choose to vote by paper ballot, and inform them as to how they may request and must complete and submit such a ballot.
- 5.6
- A director ceases to be a director on
- a) ceasing to be an Active Member in good standing;
  - b) the end of the director's term of office, unless the director is re-elected;
  - c) resigning in writing;
  - d) death;
  - e) becoming unable to perform the duties of a director due to physical or mental disability, or
  - f) failing to attend three consecutive meetings of the Board without the consent of the Board.
- 5.7
- The Members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
- 5.8
- 1) A director may be removed by resolution of which two-thirds of the directors then in office are in favour.

- 2) The notice of resolution for removal must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - 3) A director who is the subject of a proposed resolution for removal must be given an opportunity to be heard by the Board before the resolution is put to a vote.
- 5.9
- 1) The Board may appoint an Active Member in good standing to fill a vacancy in the Board that arises between elections.
  - 2) A director so appointed holds office until the end of the term of the person whose position the new director is filling, and may be re-elected.
- 5.10 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by Bylaw 5.2.
- 5.11 Directors must be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association. Directors and elected officers may be paid a reasonable honorarium or stipend for being or acting in those positions, with the amount determined by resolution of the Board and disclosed to the Members at the AGM.

## Part 6 – Directors’ Duties and Conflicts

- 6.1
- 1) A director must
    - a) act honestly and in good faith and in the best interests of the Association, and
    - b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.
  - 2) The requirements of this Bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Association.
- 6.2 Nothing in a contract, the *Constitution or Bylaws*, or the circumstances of a director’s appointment, relieves a director from
- a) the duty to act in accordance with the *Act* and the regulations, or
  - b) a liability that by a rule of law 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 Association.
- 6.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extent of the interest to each of the other directors.
- 6.4
- 1) A director referred to in *Bylaw 6.3* must account to the Association for profit made as a consequence of the Association entering into or performing the proposed contract or transaction
    - a) unless
      - i) the director discloses the interest as required by *Bylaw 6.3*,
      - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
      - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
    - b) unless

- i) the contract or transaction was reasonable and fair to the Association at the time it was entered into, and
    - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.
  - 2) A director referred to in *Bylaw 6.3* must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.
- 6.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Association does not make the contract or transaction void, but, if the matters referred to in *Bylaw 6.4 (1)(a)* or *(b)* have not occurred, the court may, on the application of the Association or an interested person, do any of the following:
- a) prohibit the Association from entering into the proposed contract or transaction,
  - b) set aside the contract or transaction, or
  - c) make any order that it considers appropriate.
- 6.6
- 1) A director must not be an employee or contractor of the Association for a period of one year after ceasing to be a director.
  - 2) An employee or contractor of the Association must not be a director for a period of one year after ceasing to be an employee or contractor.

## Part 7 - Proceedings of the Board

- 7.1
- 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
  - 2) Quorum at a meeting of the Board is a majority of directors then in office, but not less than three.
  - 3) The President or any three directors may at any time call a meeting of the Board. Notice is sufficient if sent by ordinary mail addressed to the director at the director's home address, or by email or facsimile transmission to the address or facsimile number of the director. Notice of a meeting of the Board must be given at least seven days before the meeting.
  - 4) The Board must meet at least three times each year.
- 7.2 Subject to the *Act* and these Bylaws, the Board may adopt rules of order, but if it does not do so then *Sturgis' Rules of Order* must be used.
- 7.3 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.4 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn
- a) no notice of meetings of the Board need be sent to that director, and
  - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

- 7.5
- 1) Questions arising at meetings of the Board and committees must be decided by a majority of votes.
  - 2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
  - 3) In the case of an equality of votes, the chair of a meeting of the Board does not have a second or casting vote and the motion is defeated.
  - 4) Meetings of the Board must be chaired by the President, but if the President is unable or unwilling to chair the meeting, it must be chaired by the President Elect, or another director.
- 7.6 A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 7.7
- 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees.
  - 2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.
  - 3) The Board may appoint and dismiss the members of a committee as it deems fit.

Part 8 - Officers

- 8.1
- 1) The elected officers are the President, President Elect, and such others as may be elected by the Board.
  - 2) The term of office of the President and President Elect, is the same as their term as director under Part 5.
  - 3) The term of office of any other elected officer is set by the Board.
  - 4) The Board may also appoint an Executive Director, and negotiate the remuneration and other terms and conditions of employment of that person.
  - 5) The Executive Director may also be titled the Chief Executive Officer or General Manager, and is an appointed officer.
- 8.2
- 1) The President, President Elect, Executive Director, and any other elected officers make up the Executive Committee.
  - 2) The Executive Committee must
    - a) hold such responsibility and authority, and undertake such duties, as are required by the Board,
    - b) manage or supervise the management of the affairs of the Association between Board meetings,
    - c) meet at least four times each year, and
    - d) report regularly to the Board.
  - 3) Quorum at a meeting of the Executive Committee is two present.

- 4) The Board may by resolution appoint signing officers, who must be directors or the Executive Director.
- 8.3 The President
- a) must supervise the other officers in the execution of their duties,
  - b) must chair all meetings of the Board and all general meetings,
  - c) must speak on behalf of the Association to the public, governments, and the news media, and
  - d) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Board.
- 8.4 The President Elect must
- a) in the President's absence or disability, perform the duties of the President, and
  - b) perform such other duties as the Board directs.
- 8.5 The Board, or a person appointed by the Board, must
- a) issue notices and keep minutes of meetings of the Association and the Board,
  - b) have custody of all records and documents of the Association,
  - c) have custody of the common seal of the Association,
  - d) maintain the Register of Members,
  - e) keep the financial records, including books of account, necessary to comply with the *Act*, and
  - f) render financial statements to the Board, Members, and others when required.
- 8.6 Subject to the *Constitution and Bylaws*, and any resolution of the Board, the Executive Director
- a) is the chief executive officer of the Association, and must manage its affairs,
  - b) has custody of the property and premises of the Association,
  - c) must keep the financial records of the Association, and
  - d) must perform such other duties as agreed on with the Board.
- 8.7
- 1) The financial statements, Board and Members' minutes, and Register of Members may be inspected by a Member, on reasonable notice, at the business office of the Association.
  - 2) The other documents of the Association, including its accounting records, may be inspected by a Member on reasonable notice, subject to any resolution of the Board.
  - 3) The documents of the Association, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

## Part 9 – Borrowing and Investment

- 9.1
- 1) The Board may raise or secure the payment or repayment of money in the manner it decides, and, in particular but without limiting the foregoing, by the issue of debentures.
  - 2) No debenture can be issued unless it has been approved by a special resolution.

- 3) The Members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 9.2 The Association must invest its funds only in securities in which trustees are authorised by law to invest.

#### Part 10 - Seal

- 10.1 The Board may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 10.2 The common seal must be affixed only when authorised 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 of the President, the President Elect, and the Executive Director.

#### Part 11 - Auditor

- 11.1 The annual financial statements must be audited by a chartered accountant or a certified general accountant.
- 11.2 At each AGM the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.
- 11.3 An auditor may be removed by ordinary resolution.
- 11.4 An auditor must be promptly informed in writing of appointment or removal.
- 11.5 No director and no employee of the Association, and no one not at arm's length with a director or an employee, can be auditor.
- 11.6 The auditor may attend general meetings.

#### Part 12 - Notice to Members

- 12.1
- 1) A notice may be given by the Society to a Member either personally, by mail, by facsimile transmission, or by electronic mail to the Member at the Member's registered address, electronic mail address, or facsimile number. In the case of notice given by facsimile transmission or electronic mail, the Member must have consented to notice in that manner.
  - 2) A notice may be given by a Member to the Society either personally, or by mail, facsimile transmission or electronic mail to the Society's registered office or its business office.
- 12.2 A Member must promptly and in writing notify the Association of any change in the Member's name, address, electronic mail address, and facsimile and telephone numbers.



- 12.3 1) A notice sent by mail from the Society's business office is deemed to have been received
  - a) two days after being mailed, if to an address in Greater Vancouver Regional District or Fraser Valley Regional District, or
  - b) five days after being mailed, if to any other address.
- 2) A notice sent by facsimile transmission or electronic mail is deemed to have been received 24 hours after being sent.
- 12.4 1) Notice of a general meeting must be given to
  - a) every Member shown on the Register of Members on the day notice is given, and
  - b) the auditor.
- 2) No other person is entitled to receive a notice of general meeting.