


SINEAD O'CALLAGHAN

**BYLAWS
of the
NATIVE COURTWORKERS AND COUNSELLING ASSOCIATION OF BRITISH COLUMBIA**

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SOCIETIES ACT
NATIVE COURTWORKERS AND COUNSELLING ASSOCIATION OF BRITISH COLUMBIA
BYLAWS

PART 1 - DEFINITIONS AND INTERPRETATION

1.1 INTERPRETATION

In these bylaws, words importing the singular include the plural unless the context indicates otherwise.

1.2 DEFINITIONS

In these bylaws, the following definitions apply:

"**Act**" means the *Societies Act* [SBC 2015] c. 18 (British Columbia) as amended from time to time;

"**Board**" means the Board of Directors of the Society; "Director" means a person occupying a position on the Board;

"**Board Resolution**" means:

- (a) A resolution passed at a duly constituted meeting of the Board by a simple majority of votes cast by the Directors present, or
- (b) A resolution submitted to all the Directors of the Society and consented to in writing by 75% of the Directors;

"**Chief Executive Officer**" means the senior manager of the Society. The Chief Executive Officer reports to the Board;

"**Election Meeting**" means any meeting at which the election of Members is carried out;

"**Executive Committee**" means a committee of the Board composed of the positions of President, Vice-President and Secretary-Treasurer;

"**In-camera Meeting**" means a meeting of the Board or Executive Committee where members of the public and employees are excluded and minutes are not made available, unless otherwise decided by the Board or Committee at their respective meetings;

"**Indian Reserve**" means a tract of land, the legal title to which is vested in Her Majesty, that has been set apart by Her Majesty for the use and benefit of an Indian band;

"**Indigenous**" means any person of Indigenous Ancestry;

"**Indigenous Ancestry**" means descended from Indigenous peoples including First Nations, Metis and Inuit persons;

"Member" means a member of the Society in accordance with the Societies Act. An individual becomes a Member in accordance with Part 2 -;

"Ordinary Resolution" means a resolution passed by a simple majority of votes cast by the Members who are present at a meeting;

"Permanent Resident" means all persons who have had at least one year of uninterrupted residency immediately prior to an election within the Region in which they either seek election as a Member or cast ballots for the election of the Member;

"Policy" means a policy document approved by Board Resolution;

"Region" means a region of the Province of British Columbia as set out in section 2.1 and Schedule A of these bylaws;

"Society" means The Native Courtworker and Counselling Association of British Columbia; and

"Special Resolution" means a resolution:

- (a) that has been circulated in writing to all Members of the Society at least fourteen days prior to the meeting where the resolution is to be considered, together with a notice stating:
 - (i) that the proposed resolution is a special resolution;
 - (ii) setting out the time, place, and location of the meeting where the proposed resolution will be proposed; and
 - (iii) including the text of the special resolution to be submitted to the meeting; and
- (b) that has been passed at a general meeting of the Society by at least two-thirds of the votes cast by Members or is:
 - (i) a resolution consented to in writing by all Members of the Society who would have been entitled to vote on the resolution in person at a meeting; or
 - (ii) a Special Resolution, as defined in the former Act, passed or consented to, before November 28, 2016.

PART 2 - MEMBERSHIP

2.1 REGIONS

The Province of British Columbia shall be divided into 13 Regions as set out in Schedule A to these bylaws.

2.2 ELECTION OF MEMBERS

One Member of the Society shall be elected for each Region at an Election Meeting.

2.3 TIME OF ELECTIONS

The election of Members must be held in the month of May or June unless otherwise approved by the Board.

2.4 ELIGIBILITY FOR MEMBERSHIP

- (a) All people of Indigenous Ancestry who are at least 18 years of age and who are a Permanent Resident of a Region, are eligible for election as the Member of the Society for the Region of which they are a Permanent Resident of unless otherwise stated in these bylaws.
- (b) A Member whose membership in the Society is terminated in accordance with these bylaws cannot seek re-election as a Member for three years from the time they were terminated.
- (c) A former employee of the Society cannot run for election as a Member until six months after leaving the employ of the Society; and
- (d) A person cannot run for election as a Member if they are engaged in a lawsuit with the Society.
- (e) A person who has been convicted of an indictable offence in Canada is not eligible for election as the Member of the Society, unless that person has disclosed his convictions for indictable offences to the Chair of the Election Meeting prior to the election occurring.

2.5 HONOURARY MEMBERSHIP

The Board may appoint, as they see fit, honorary members. An honorary member may attend all meetings of the Society but shall only be entitled to reimbursement for expenses to attend meetings of the Society if the Executive Committee approves expenses in advance of the meeting. An honorary member is not a Member of the Society.

2.6 ELECTION PROCEDURES

The following rules apply to Election Meetings:

(a) Location and Time of Meetings

The Board may delegate responsibility for determining the time and location of Election Meetings to an officer or employee of the Society.

(b) **Notice of Meetings**

First notice of an Election Meeting, stating the time and location of the Election Meeting, must be sent in writing to Indigenous organizations and Indian bands in the Region of the election at least 30 days prior to the date set for the Election Meeting. The Board may, by resolution, abridge the notice period. Failure to notify an Indian band or Indigenous organization in the Region does not invalidate the election.

(c) **Chairing of Election Meetings**

The Board shall designate a person to serve as chair for each Election Meeting. The chair shall not be a Director or person seeking election for that Region.

(d) **Order of Business**

Election Meetings shall include in the order of business a report by the incumbent Member of the Society.

(e) **Voting**

All people of Indigenous Ancestry over the age of 18 years and who are Permanent Residents in a Region and who attend the Election Meeting are eligible to vote for the Member in that Region. Persons attending an Election Meeting solely for the purpose of voting are not considered Members of the Society. Voting must be done in person on the day of the election. Neither voting by proxy nor advanced polls are authorized.

2.7 RE-ELECTION OF MEMBERS

Subject to any restrictions found in these bylaws, all Members are eligible for re-election.

2.8 TERMINATION OF MEMBERSHIP IN GOOD STANDING

A Member ceases to be in good standing and their term membership in the Society will end in the following situations:

(a) **Absence**

Where a Member is, without reasonable excuse, absent from two consecutive meetings of the Board, and the Directors by Board Resolution terminate that person's membership in the Society. The Board shall, in its sole discretion, decide whether an excuse is reasonable.

(b) **Change of Residence**

When a Member ceases to be a Permanent Resident of the Region where that Member was elected and that Member's office is declared vacant by a resolution of the Board.

(c) **Resignation**

Any Member may resign from the Society by mailing or delivering a resignation in writing to the Secretary-Treasurer or to the registered office of the Society. The Member's office becomes vacant upon receipt of that Member's resignation. A Member may also resign from the Society by verbally notifying the Chief Executive Officer of the Society or a Regional Manager of the Society. In that event, the Member's office becomes vacant upon the Chief Executive Officer or Regional Manager confirming, in writing, the resignation with the Member.

(d) **Expulsion**

Any Member may be expelled from the Society by Board Resolution of the Directors. Any Member shall be served with notice of the resolution and be given an opportunity to speak to the resolution prior to a vote of the Directors.

(e) **Death**

When the Member of the Society dies, the person's office in the Society becomes vacant.

Any Member who dies, resigns, is expelled from the Society, or whose membership is terminated, forfeits all rights, claims and interests arising from or associated with membership in the Society and shall cease to hold any other office in the Society which they may hold.

2.9 REPLACEMENT OF MEMBERS

Where a Member ceases to hold membership with the Society, the vacant membership may be filled by an election for the unexpired portion of the term.

2.10 LENGTH OF TERM

Members shall be elected every three years, commencing with an Election Meeting in 2015 for even-numbered Regions and an Election Meeting in 2016 for odd-numbered Regions. Members holding membership in 2015 shall continue to serve until the Election Meeting in 2015 in even-numbered Regions, and the Election Meeting in 2016 in odd-numbered Regions. The term of office for a Member will commence on the date of the annual general meeting of the Society held immediately after the Member's election and will continue until the annual general meeting three years later, subject to the Member ceasing to hold office in accordance with section 2.8 above.

2.11 EMPLOYMENT OF MEMBERS

No Member of the Society may be an employee of the Society or enter into a contract for services with the Society.

2.12 COPIES OF CONSTITUTION AND BYLAWS

The Society will furnish Members, upon request, with a copy of the constitution and bylaws of the Society.

PART 3 - ANNUAL GENERAL MEETINGS

3.1 MEETING DATE

The annual general meeting of the Society will be held in the month of September or October.

3.2 AGENDA

The agenda of the annual general meeting will include the following items:

- (a) the reports of the Members;
- (b) the financial statement and auditor's reports for the previous fiscal year;
- (c) the appointment or reappointment of an auditor for the next year;
- (d) the election of officers; and
- (e) the establishment of such committees as the Members deems necessary and the election of Members to those Committees.

The reports of the auditor shall be read at the request of a Member.

3.3 REPORTS

Within thirty days of the annual general meeting, the Secretary-Treasurer of the Society shall file such documents as are required by and in the form required by the Act with the Registrar of Companies.

PART 4 - MEETINGS OF THE SOCIETY

4.1 DATE AND LOCATION

The date and location of all general meetings of the Society, except the annual general meeting, may be determined by resolution of the Directors or Executive Committee. Meetings, other than the annual general meeting, may be held by telephone or other electronic means.

4.2 SPECIAL GENERAL MEETING

A special general meeting of the Society may be called by four of the Members of the Society who requisition a meeting in accordance with the Act.

4.3 NOTICE OF MEETINGS

At least fourteen days notice of the time and place of all meetings of the Society will be given to all Members of the Society in writing, mailed or emailed to their addresses, except for special general meetings of the Society which require reasonable notice to all Members by telephone, internet or by mail. Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. A meeting is not invalidated simply by reason of a Member not receiving notice.

4.4 QUORUM

Seven Members of the Society shall constitute a quorum.

4.5 CHAIR

The President, or in the President's absence, the Vice-President, will chair every meeting of the Society, and if the President and Vice-President are not in attendance to chair within thirty minutes after the time appointed for holding a meeting, the Members present will, if they comprise a quorum, choose a person to chair the meeting from among their number.

4.6 ADJOURNMENT DUE TO LACK OF QUORUM

When a meeting of the Society cannot be held due to the lack of a quorum, the Chair of the meeting may, or if so directed by the Members present at the meeting, will adjourn the meeting to a future date, which may be determined by those Members present at the meeting, or failing that, by any two members of the Executive Committee. The meeting date will allow sufficient time for at least fourteen days prior notice to be given to the Members. The quorum requirements of these bylaws shall apply to the holding of such an adjourned meeting.

4.7 VOTING

All Members other than the Chair shall have one vote. In the event of a tie, the Chair shall cast the deciding vote.

4.8 PROXY VOTING NOT PERMITTED

Voting by proxy is not permitted.

4.9 METHOD OF VOTING

Voting shall be by a show of hands, an oral vote, by electronic mail, or another method that adequately discloses the intention of the Members.

4.10 PUBLIC MEETING

The Board meetings and meetings of the Society shall be open to all persons of Indigenous ancestry who wish to attend or who the Board may invite. However, portions of a meeting may be closed by motion and held as an In-camera Meeting on business of a confidential nature.

PART 5 - BOARD OF DIRECTORS

5.1 COMPOSITION

The Board shall be comprised of all Members of the Society.

5.2 MEETINGS

- (a) Meetings of the Board may be held via telephone or by other electronic means;
- (b) The President shall not vote at Board meetings, except in the case of a tie vote; and
- (c) Wherever possible, meetings of the Society, the Board, or the Society's committees will be held on an Indian Reserve.

5.3 AUTHORITY AND RESPONSIBILITY

The Board shall be responsible for overseeing the business of the Society, and, without limiting the foregoing, the Board shall be responsible for:

- (a) Approving procedures for the efficient administration of the Society;
- (b) Developing budgets and overseeing the annual audit;
- (c) Setting long range objectives and plans for the Society;
- (d) The formation of committees, as from time to time are required, and as the Board may see fit;
- (e) Addressing the liabilities and responsibilities of the Society;
- (f) Investing the funds of the Society as it sees fit;
- (g) Developing programs to carry out objectives consistent with those of the Society;
- (h) Directing the publication once a year of an annual report;
- (i) Supervising the Chief Executive Officer; and

- (j) The formation of Society positions on issues with respect to the law or justice system in British Columbia and issues of concern to Indigenous peoples in British Columbia, or the giving of direction to the Chief Executive Officer for the development and implementation of those positions.

5.4 DELEGATION OF AUTHORITY AND RESPONSIBILITY

The Board may, by Policy, delegate tasks to a committee, officer, or the Chief Executive Officer, who shall report to the Board regularly on the discharge of those responsibilities.

5.5 DIRECTOR INDEMNITY

The Society may, by Special Resolution, and subject to the provisions of the Act, indemnify a Director or former Director of the Society against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director of the Society, including an action brought by the Society if:

- (a) the Director or former Director acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of criminal, regulatory or administrative action or proceeding, the Director or former Director had reasonable grounds for believing their conduct was lawful.

5.6 DIRECTOR INSURANCE

The Society may purchase liability insurance for the benefit of any or all the Directors against personal liability incurred by any such Person as a Director.

PART 6 - OFFICERS OF THE SOCIETY

6.1 POSITIONS

The officers of the Society shall consist of the President, Vice-President and Secretary-Treasurer.

6.2 ELECTION OF OFFICERS

The officers will be elected at every other annual general meeting of the Society, from among the Members of the Society.

6.3 TERM OF OFFICE OF OFFICERS

The officers will hold office for two years after they are elected and until their successors are chosen.

6.4 REMOVAL OF OFFICERS

The Directors may, by Special Resolution, remove any officer before the expiration of that officer's term of office. Any person who ceases to be a Member of the Society in accordance with section 2.8, ceases to be an officer in the Society.

6.5 REPLACEMENT OF OFFICERS

A vacant office, however caused, will be filled by a vote of the Directors, and the officer so elected will hold office for the balance of the term and until a successor is chosen.

PART 7 - DUTIES OF OFFICERS

7.1 DUTIES OF THE PRESIDENT

The President will:

- (a) Chair all meetings of the Society, Board and Executive Committee unless the Members or Directors otherwise decide;
- (b) Sit automatically as an ex-officio member of all committees, or as a full member of a committee if elected;
- (c) Supervise the giving of all notices required under these bylaws;
- (d) Have authority and responsibility set out in any Policy which has been approved by the Board;
- (e) May delegate the carrying out of any of these authorities and responsibilities to an employee of the association; and
- (f) Speak on behalf of, and represent, the Society.

7.2 DUTIES OF THE VICE-PRESIDENT

The Vice-President will, in the President's absence, automatically become President and assume the duties of the President and will have such other duties as assigned from time to time.

7.3 DUTIES OF THE SECRETARY-TREASURER

The Secretary-Treasurer is responsible for the following and may delegate the responsibilities set out in sections 1(d) through 1(m) to an employee of the Society, provided the Secretary-Treasurer is responsible for appropriate oversight:

- (a) the completion and rendering of financial statements to the Directors, Members and others when required, including overseeing the presentation of financial statements to the Board;
- (b) serving as chair of the Finance Committee;

- (c) overseeing the audit of the Society in conjunction with the Society's auditors;
- (d) the keeping of accounting records in compliance with the Act;
- (e) the Society's filings respecting taxes;
- (f) issuing notices of general meetings and directors' meetings;
- (g) taking minutes of general meetings, Board meetings and committee meetings;
- (h) keeping the records of the Society in accordance with the Act;
- (i) conducting correspondence of the Society and Board;
- (j) filing the annual report of the Society and any other filings with the registrar under the Act;
- (k) aspects of financial management of the Society, including the development of budgets and advice on banking;
- (l) the development and review of financial procedures; and
- (m) the investment of funds, as authorized by the Board.

7.4 AUTHORIZED SIGNATORIES

Contracts, documents, or instruments in writing requiring the signature of the Society are to be signed in accordance with a Policy setting out the authority of the Society's Directors, officers or senior managers to sign on the Society's behalf.

PART 8 - THE EXECUTIVE COMMITTEE

8.1 MEETINGS

Meetings of the Executive Committee will be held at a place and time set by the Executive Committee. Wherever possible, meetings will be held on an Indian Reserve.

8.2 COMPOSITION

The Executive Committee will be composed of the three officers of the Society.

8.3 FUNCTION OF THE EXECUTIVE COMMITTEE

The Executive Committee will operate in accordance with the terms of reference set by the Board and will carry out activities as delegated by the Board.

The Executive Committee will report to the Board on all its activities and recommendations at each Board meeting that follows a meeting of the Executive Committee, and will provide summaries of its recommendations to the Board to the Secretary-Treasurer for filing.

8.4 VOTING

All members of the Executive Committee will have a vote at meetings of the committee. A tie vote will result in the defeat of a motion.

8.5 CHAIR

The President is the Chair of the Executive Committee and the Vice-President will act as Chair in the President's absence.

8.6 MINUTES OF THE MEETING

The Executive Committee will cause their meeting minutes to be distributed to all Directors, with the exception of In-Camera Meeting minutes, which are to be distributed at the sole discretion of the Executive Committee. In-Camera Meeting Minutes are to be taken and maintained in accordance with a Policy.

8.7 QUORUM

The quorum of the Executive Committee shall be two members of the committee.

PART 9 - COMMITTEES

9.1 COMPOSITION

The Board may create such committees as it considers necessary, consisting of Directors, and shall set the terms of the committees. The Board may, by policy, delegate authority to a committee, or may ask the committee to make a report.

9.2 STANDING COMMITTEES

There shall always be an Executive Committee, a Finance Committee and a Governance Committee.

9.3 REPORTS

A committee will make reports, which include a summary of its meetings and of all decisions and recommendations made at those meetings to the Board at each Board Meeting that follows a meeting of the committee.

9.4 CHAIR

Other than for the Executive Committee and Finance Committees, the Chair of a committee may be designated by the Board, or may be elected by the committee if no person is designated. When the designated Chair is absent from a meeting, a Chair may be selected by the committee members. The Secretary-Treasurer is always Chair of the Finance Committee.

9.5 TIME AND PLACE OF MEETING

The time and place of committee meetings may be determined by the Chair of the committee, or in the absence of such designation, by the Chair of the Board.

9.6 QUORUM

The quorum of a committee shall be a majority of committee members.

9.7 TERMS OF COMMITTEE APPOINTMENTS

An appointment to a committee shall expire at the discretion of the Board.

9.8 VOTING

All members of a committee, including the Chair, shall have one vote at committee meetings and, in the event of a tie, the resolution shall be defeated.

PART 10 - AUDITS

10.1 FISCAL YEAR

The fiscal year of the Society shall be the period beginning April 1st of any year and ending March 31st of the subsequent year.

10.2 AUDITS

The accounts of the Society shall be audited by an accountant qualified in the field of auditing.

10.3 REMOVAL OF AUDITOR DURING TERM

When the Society wishes to remove an auditor before his term is expired, it shall give the auditor fourteen days notice of the meeting, and a copy of all the materials to be sent to Members in connection with that meeting. The auditor may be removed from office by the Members of the Society at a special general meeting. When the auditor is removed from office before the auditor's term has expired, another auditor shall be appointed.

10.4 ATTENDANCE AT THE ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS

The auditor must be invited to attend the annual general meeting of the Society and he has the right to attend the meeting and report to the Society. Notwithstanding, if the auditor fails to attend, it does not invalidate the annual general meeting.

10.5 APPROVAL OF FINANCIAL STATEMENTS

The Society shall not issue or circulate a financial statement other than to employees, Directors and officers if the financial statement has not been approved by the Board and signed by two Directors.

PART 11 - MISCELLANEOUS

11.1 ACQUISITION AND DISPOSAL OF PROPERTY

Subject to the approval of the Directors, the Society may acquire and take by purchase, donation, devise or otherwise, real and personal property, and may sell, exchange, mortgage, lease, let, improve and develop the same, and may erect and maintain any necessary buildings. The Board may make policies providing for the acquisition of real and personal property.

11.2 BORROWING POWERS

Subject to the approval of the Directors, and the restrictions under the Act applicable to issuing debentures, the Board may authorize, borrow, raise or secure the payment of monies in such a manner and in such amounts as shall be prescribed by a Board Resolution.

11.3 INSPECTION OF BOOKS AND RECORDS

The books and records of the Society, other than personnel records and union negotiation minutes, shall be open to the inspection of the Members of the Society during normal working hours of the Members of the Society.

11.4 AMENDMENT OR ALTERATION OF BYLAWS

The bylaws of the Society may be amended by a Special Resolution of the Society.

11.5 WINDING UP OR DISSOLUTION

The Members of the Society will not have any interest in the property of assets of the Society and upon the Society ceasing to exist, and upon dissolution of the Society and after payment of all debts and liabilities, the remaining property of the Society will be distributed or disposed of to a qualified recipient, as defined in the Act, whose purposes most nearly accord with the Society's purposes, as determined by ordinary resolution of the Members.

SCHEDULE "A"

REGIONS AND OFFICE LOCATIONS IN BC

