

## BRITISH COLUMBIA FOOD PROCESSORS ASSOCIATION

Society Number S-47498

### NOTICE OF SPECIAL RESOLUTIONS

The Board of Directors of British Columbia Food Processors Association hereby gives notice of the following special resolutions to amend the constitution, and to rescind and replace the bylaws. The resolution will be debated and voted on at the Annual General Meeting at 10:00 AM on Friday June 5<sup>th</sup> 2009 at the Delta Burnaby Hotel, 4331 Dominion Street, Burnaby, BC.

Dated at Abbotsford, British Columbia, May 15<sup>th</sup> 2009.

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By: Robin Smith, President, for the Board

#### **MOVED AS SPECIAL RESOLUTIONS:**

#### **A. THAT SECTION 2 OF THE CONSTITUTION BE RESCINDED, AND REPLACED BY THE FOLLOWING:**

"2. The purposes of the Association are to:

- a) promote the supply of safe, wholesome food to all British Columbians,
- b) promote and advance the interests of the members of the Association and the food processing industry,
- c) provide programs and services to the members of the Association and the food processing industry, and a forum within which they may exchange ideas and information with respect to matters of interest to them,
- d) educate members, the food processing industry and others about matters of interest to them, such as food safety, competitiveness, regulation, technology, human resources, energy efficiency and environmental impacts,
- e) represent members of the Association and the food processing industry to the public, governments and regulatory bodies, news media, educational institutions, and other sectors of the food industry,
- f) co-operate with governments, individuals, corporations, associations and others in furtherance of these purposes,
- g) solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest devised, or otherwise, sell and convert property, both real and personal, into cash, and use the funds of the Association and the proceeds, income, and rents derived from any property of the Association in furtherance of the purposes set out above,
- h) purchase, lease, sell or hold such property, equipment and materials as are deemed necessary to accomplish the Association's purposes, and
- i) do all such things as may be necessary or conducive to the attainment of these purposes."

**B. THAT THE BYLAWS BE RESCINDED, AND REPLACED BY THE FOLLOWING:**

**"BYLAWS**

***Part 1 - Interpretation***

- 1.1 In the constitution and these bylaws, unless the context requires otherwise:
- a) "Act" means the Society Act, R.S.B.C. 1996, c. 433, as amended,
  - b) "AGM" means an annual general meeting,
  - c) "Association" means British Columbia Food Processors Association,
  - d) "Authorized Representative" means a person who is:
    - i) appointed in writing to represent a member, and
    - ii) a director, officer or employee of that member,
  - e) "Board" or "Board of Directors" means the directors of the Association for the time being, acting as a body,
  - f) "director" means a director of the Association,
  - g) "food processor" and "food processing industry" have the meanings given to them by the Board,
  - h) "general meeting" includes an AGM and a special general meeting,
  - i) "member" means a member of the Association,
  - j) "registered address" means a member's address as recorded in the register of members, and includes that member's telephone and facsimile numbers and e-mail address,
  - k) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
  - l) the singular includes the plural and vice versa, and
  - m) persons include individuals, corporations, associations, and other organizations, whether incorporated or not.
- 1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Each member is entitled to and the Association must on request give the member a copy of the constitution and bylaws, without charge.
- 1.4 Where permitted, the constitution and bylaws can only be amended by special resolution.

## ***Part 2 - Membership***

- 2.1 The members of the Association are the applicants for incorporation and those persons that subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
- 2.2
- 1) There are six categories of members: Processor Members, Associate Members, Affiliate Members, Industry Group Members, Corporate Group Members, and Director Members.
  - 2) A Processor Member is a person that:
    - a) is a food or beverage processor, and
    - b) has an office and a production facility in British Columbia.
  - 3) An Associate Member is a person that:
    - a) provides goods or services to Processor Members, or
    - b) is a food or beverage processor that does not own or operate a production facility in British Columbia.
  - 4) An Affiliate Member is an association or corporation:
    - a) the members of which are food processors,
    - b) that is located outside British Columbia, and
    - c) that has objects that are similar to those of the Association.
  - 5) An Industry Group Member is an association or corporation that:
    - a) represents the interests of a segment of the food processing industry, and
    - b) has objects similar to those of the Association.
  - 6) A Corporate Group Member is a corporation that owns two or more companies that are Processor Members.
  - 7) A Director Member is a person who is a director of the Association.
  - 8) All members are entitled to notice of, to attend, and to speak at general meetings. A Processor Member or the Authorized Representative of a Processor Member, and a Director Member who is an Associate Member or the Authorized Representative of an Associate Member, is entitled to vote at general meetings.
- 2.3 An application for membership and for renewal of membership must:
- a) be written and in a form approved by the Board,
  - b) include the full name, address, e-mail address, and facsimile and telephone numbers of the applicant,
  - c) indicate the category of member the applicant is applying to join,
  - d) in the case of an applicant that is a corporation, association, or other organization, appoint an Authorized Representative, and
  - e) include annual membership dues, if required.

- 2.4 1) A person may apply for membership, and becomes a member on:
- a) complying with bylaws 2.2 and 2.3, and
  - b) payment of annual membership dues, if any.
- 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
- 3) An application for membership received seven or fewer business days before a general meeting must be postponed until after that meeting.
- 4) The amount of annual membership dues must be set by the Board. Membership dues for members of the same category may differ based on the number of their employees, their annual revenue, or some other rational criteria.
- 5) Except where determined by the Act or the bylaws, the rights and responsibilities of members of each category must be determined by resolution of the Board.
- 2.5 1) Membership is not transferable.
- 2) Membership must be renewed annually, by a date set by the Board.
- 3) A member must promptly and in writing notify the Association of any change in the member's name, address, e-mail address, facsimile or telephone numbers, or Authorized Representative.
- 2.6 Every member and director must comply with:
- a) the Act,
  - b) the constitution and bylaws,
  - c) all policies and regulations created by the Board, and
  - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.7 A member ceases to be a member on:
- a) resigning in writing,
  - b) being expelled,
  - c) death or, in the case of a member that is a corporation, association, or other organization, on dissolution, or
  - d) having been a member not in good standing for sixty days.
- 2.8 A member becomes a member not in good standing on:
- a) not renewing the member's membership by the time required by bylaw 2.5 (2),  
or
  - b) not paying a debt due and owing to the Association.
- 2.9 A member may be expelled by a special resolution. Notice of a special resolution for expulsion must be given to the member not less than 14 days before the meeting of the Board at which it will be debated and voted on, and include a brief statement of the

reason or reasons for the proposed expulsion. The member must be given an opportunity to speak to the resolution before it is voted on.

- 2.10
- 1) A member may be suspended or expelled for conduct substantively prejudicial to the Society, by a resolution of the Board of which not less than 75% of the directors then in office are in favour.
  - 2) A member who is the subject of a proposed resolution of the Board for suspension or expulsion must be given:
    - a) 14 days of notice of the meeting at which it will be proposed,
    - b) a brief statement of the reason or reasons for the proposed suspension or expulsion, and
    - c) a reasonable opportunity to be heard at the meeting before the resolution is voted on.
  - 3) A suspension under this bylaws ends at the next following AGM, and cannot be renewed.

### ***Part 3 - Meetings of Members***

- 3.1
- 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
  - 2) An AGM must be held once in every calendar year, and not more than 15 months after the last preceding AGM.
  - 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2
- 1) The Board may, when it thinks fit, convene a special general meeting.
  - 2) The Board, on the requisition of 10% or more of those members that are entitled to vote, must convene a special general meeting without delay.
  - 3) 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.
  - 4) 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.
  - 5) 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.

### ***Part 4 - Notice to Members***

- 4.1
- 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.
- 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.
- 4.2 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.
- 3) Notice of a general meeting must be given not less than 14 days before the date of the meeting.
- 4.3 A notice may be given to a member either personally, by mail, by facsimile transmission, or by e-mail to the member at the member's address, e-mail address, or facsimile number, as shown in the register of members.
- 4.4 1) A notice sent by mail from the Association'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 e-mail is deemed to have been received 24 hours after being sent.

***Part 5 - Proceedings at General Meetings***

- 5.1 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) approval of the minutes of the last AGM,
    - iii) the report of the Board,
    - iv) the financial statements, and the auditor's report on them,
    - v) appointment of the auditor,
    - vi) election of directors,
    - vii) resolutions, if any, and
    - viii) 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.
- 5.2 1) Quorum at a general meeting is five members who are entitled to vote present at all times, in person or by Authorized Representative.

- 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.
- 5.3 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. In any other case, the meeting stands adjourned to the same day in the next week at the same time and place. If at such an adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this bylaw need not be given to members not present.
- 5.4
- 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 general meeting is adjourned for fourteen 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.
- 5.5
- 1) The President, or in the absence or inability of the President the First Vice-President, or in the absence or inability of both the President and the First Vice-President the Second Vice-President, must preside as chair of a general meeting.
  - 2) If at a general meeting there is no President or Vice-President present within 15 minutes after the time appointed for holding the meeting, or the President and Vice-Presidents are unwilling or unable to act as chair, those members that are entitled to vote and that are present must choose one of their number to be chair.
- 5.6
- 1) A resolution at a general meeting must be moved and seconded, and the chair may move or propose a resolution.
  - 2) A resolution, motion or other question arising at a general meeting must be decided by a majority of votes, except when otherwise required.
  - 3) Voting is by show of hands, unless before the vote a secret ballot is requested by a majority of members that are entitled to vote and that are present, by show of hands.
  - 4) In the case of an equality of votes, the chair does not have a casting or second vote in addition to the vote to which the chair may be entitled to as a member, and the resolution is defeated.
- 5.7
- 1) The following have the right to vote at general meetings:
    - a) a Processor Member, and the Authorized Representative of a Processor Member, and

- b) a Director Member who is an Associate Member, or who is the Authorized Representative of an Associate Member.

A director who is a Processor Member, or the Authorized Representative of a Processor Member, has the right to vote as such.

2) A Processor Member that is a corporation, association, or other organization, whether incorporated or not, must vote by its Authorized Representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a general meeting.

3) Proxy voting is prohibited.

- 5.8 Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

### ***Part 6 – Board of Directors***

- 6.1 1) The Board may exercise all the powers of the Association, and do all the things that the Association may do, subject to:

- a) all laws affecting the Association,
- b) the constitution and the bylaws, and
- c) rules, not being inconsistent with these bylaws, that are made from time to time by the Association to govern proceedings at general meetings.

2) A rule made by the Association in a general meeting does not invalidate a prior act of the Board that would have been valid had that rule not been made.

- 6.2 1) There must be not less than seven and not more than fifteen directors, with the number determined by the Board.

2) The Past-President is a director, and is that person who most recently was but who no longer is the President. The Past-President ceases to be a director as set out in bylaw 6.4 (b), (d) or (e), or on ceasing to be that person who most recently was but who no longer is the President.

3) A director has a normal term of office of two years, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM two years later.

4) One half of the directors, or so near to one half as is reasonably practicable, must be elected at each AGM, so that at the adjournment of the AGM one half of the directors have remaining terms of one year, and one half of the directors have remaining terms of two years. A director may be elected to a term of one year so as to comply with this bylaw.

5) So far as is reasonably practicable, the directors must be reasonably representative of the business and geographical diversity of the members.

6) For transitional purposes, at the 2010 AGM all directors will cease to hold office, and:

- a) one half of the directors, or so near to one half as is reasonably practicable, must be elected to terms of one year, and
  - b) one half of the directors, or so near to one half as is reasonably practicable, must be elected to terms of two years.
- 7) A director must not serve for more than six consecutive years as a director, and at that time must cease being a director for one year.
- 6.3 1) The Board must, not less than 30 days before the AGM:
- a) subject to bylaw 6.2 (1), determine the number of directors to be elected, and
  - b) appoint a Nominations Committee, and
  - c) notify all members that there will be an election, the date of the AGM, the date by which nominations must be received, and the procedures for nominations and elections.
- 2) The Nominations Committee must:
- a) nominate, or solicit the nomination of, sufficient candidates to fill the vacancies,
  - b) review nominations to ensure that nominees are eligible to be elected, and
  - c) report the names of all nominees to the Board not less than seven days before the AGM.
- 3) A candidate for election as a director must:
- a) be a Processor or Associate Member in good standing, or the Authorized Representative of such a member,
  - b) be nominated by two Processor Members, or the Nominations Committee, which nomination must be received at the Association's office not less than fourteen days before the AGM,
  - c) consent to the nomination, and
  - d) not be disqualified from being a director of a company under section 124 of the Business Corporations Act.
- 4) Nominations at an AGM are prohibited, unless the number of nominees is fewer than the number of vacancies, in which case nominations are permitted, to bring the total number of nominees to those required.
- 5) In an election, each member that is entitled to vote has a number of votes equal to the number of directors to be elected, but must not cast more than one vote for a candidate.
- 6) An election must be by secret ballot, unless:
- a) the members present unanimously agree that the election be by show of hands, or
  - b) the number of candidates is less than or equal to the number of vacancies, in which case the candidates must be declared to be elected.

- 6.4 A director ceases to be a director on:
- a) the end of the director's term of office, unless the director is re-elected,
  - b) resigning in writing,
  - c) ceasing to be a Member in good standing, or the Authorized Representative of such a member,
  - 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, which must not be unreasonably withheld.
- 6.5 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 6.2.
- 6.6 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.
- 6.7 1) The Board may appoint a Processor or Associate Member in good standing, or the Authorized Representative of such a member, as a director to fill a vacancy in the Board.  
2) A director so appointed holds office only until the adjournment of the next AGM.
- 6.8 A director must not be remunerated for being or acting as a director, but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association.
- 6.9 Subject to court approval, the Association must indemnify a director or former director of the Association, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Association, if:
- a) the director acted honestly and in good faith with a view to the best interests of the Association, and
  - b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

#### ***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) A meeting of the Board may be called by:
- a) the President, or

- b) any three directors, or
  - c) resolution of the Board.
- 4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by hand, ordinary mail, e-mail or facsimile transmission. Except where notice is waived by all directors, notice of a meeting of the Board must be given not less than 48 hours before the meeting.
- 7.2 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.
- 7.3 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.
- 7.4
  - 1) Except where otherwise required, 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 at a meeting of the Board or a committee, the chair 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 or resolution is defeated.
- 7.5 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.
- 7.6
  - 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, appoint the members and chairs of committees, and determine their names.
  - 2) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the first meeting of the Board that is held after it has been done.
  - 3) A committee may, subject to the direction of the Board, meet and adjourn as it thinks necessary, and determine its procedures.
- 7.7 The members of the Executive Committee are the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Past-President and Chief Executive Officer, and that committee must, subject to the direction of the Board:
  - a) manage or supervise the management of the affairs of the Association between Board meetings, and
  - b) report its actions to the next following meeting of the Board.
- 7.8 Subject to the Act and these bylaws, the Board may adopt rules of order for its meetings, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

## ***Part 8 – Directors’ Duties and Conflicts***

- 8.1 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.
- 8.2 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.
- 8.3 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.
- 8.4 1) A director referred to in bylaw 8.3 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 8.3,
    - 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 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.
- 8.5 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 8.4(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.
- 8.6 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 9 – Officers***

- 9.1 1) The elected officers are the President, First Vice-President, Second Vice-President, Secretary, Treasurer, and such other officers as the Board deems necessary.
- 2) So far as is reasonably practicable, an elected officer has a normal term of office of two years, and those officers that are required each year must be elected from amongst the directors at the first meeting of the Board following the AGM.
- 3) The Board may:
- a) dismiss an elected officer as an officer at any time, and elect another director to take that person's place, and
  - b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.
- 4) An elected officer ceases to be an elected officer:
- a) on ceasing to be a director,
  - b) on resigning in writing, or
  - c) by resolution of the Board.
- 9.2 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, and
  - c) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Board.
- 9.3 The First Vice-President, in the President's absence, must perform the duties of the President. The Second Vice-President, in the absence of both the President and the First Vice-President, must perform the duties of the President.
- 9.4 The Secretary must:
- a) issue notices and keep minutes of meetings of the Association and the Board,
  - b) conduct the correspondence of the Association,
  - c) have custody of all records and documents of the Association except those which must be kept by the treasurer,
  - d) have custody of the common seal of the Association, if any, and

- e) maintain the register of members.
- 9.5
- 1) In the absence of the Secretary from a meeting, the Board must appoint another person to act as Secretary.
  - 2) The offices of the Secretary and the Treasurer may be held by one person with the title of Secretary-Treasurer.
- 9.6
- The Treasurer must:
- a) keep the financial records, including books of account, necessary to comply with the Act, and
  - b) render financial statements to the Board, members, and others when required.
- 9.7
- 1) The Board may appoint a Chief Executive Officer, and determine the remuneration and terms and conditions of employment of that person.
  - 2) Subject to any agreement with the Association, the Chief Executive Officer:
    - a) is an appointed officer,
    - b) reports to the Board,
    - c) may also be titled the Executive Director or General Manager, and
    - d) has the right to receive notice of, attend, and speak at, but not vote at, Board meetings.

### ***Part 10 – Financial***

- 10.1
- 1) In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.
  - 2) A debenture must not 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.
- 10.2
- The Board must only invest the funds of the Association as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.
- 10.3
- Subject to the Personal Information Protection Act and other applicable laws, the:
- a) financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice,
  - b) 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, and
  - c) documents of the Association, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.
- 10.4
- 1) The fiscal year of the Association must be set by resolution of the Board.

2) The Board must determine, by resolution, the signing officers of the Association, and their authority.

#### ***Part 11 - Seal***

- 11.1 The Board may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 11.2 The common seal must 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 the President and the Vice-President or the President and the Treasurer.

#### ***Part 12 – Auditor***

- 12.1 This Part applies only where the Association is required or has resolved to have an auditor.
- 12.2 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.
- 12.3 The Association may decide by ordinary resolution to have a review of the financial statements by the auditor, in place of an audit as defined in the Act.
- 12.4 An auditor may be removed by ordinary resolution.
- 12.5 An auditor must be promptly informed in writing of appointment or removal.
- 12.6 No director and no employee of the Association can be auditor.
- 12.7 The auditor may attend general meetings.
- 12.8 The Board must fill all vacancies arising in the office of auditor between AGMs.”

#### **Notes**

- 1. The special resolution cannot be amended.
- 2. 75% of the members present at the meeting must vote in favour of a special resolution for it to pass, and a quorum must be present.
- 3. The resolution, if it passes, does not take effect until it is filed at the Registrar’s office in Victoria.
- 4. The new bylaws meet the requirements of the Society Act.