

**THE SOCIETY OF SAINT VINCENT DE PAUL  
OF  
VANCOUVER ISLAND**

(Incorporated under the provisions of the British Columbia Society Act)

**BY-LAW PREAMBLE**

**1. THE ORIGINS OF THE SOCIETY & SERVICE TO THE POOR**

The Society of Saint Vincent de Paul is a worldwide Christian community, founded in Paris in 1833, by a group of young Catholic lay people and an older person, who joined together to create the first Conference. The Society wishes to remember them all with gratitude, as they set an example of dedication to the poor and to the Church.

The vocation of the Society's members, who are called Vincentians, is to follow Christ through service to those in need and to bear witness to His compassionate and liberating love. Members show their commitment through person-to-person contact. Vincentians serve in hope. No work of charity is foreign to The Society. It includes any form of help that alleviates suffering or deprivation and promotes human dignity and personal integrity in all their dimensions. The Society serves those in need regardless of creed, ethnic or social background, health, gender, or political opinions. Vincentians strive to seek out and find those in need and the forgotten, the victims of exclusion or adversity. Faithful to the spirit of its founders, the Society constantly strives for renewal, adapting to changing world conditions. It seeks to be ever aware of the changes that occur in human society and the new type of poverty that may be identified or anticipated. It gives priority to the poorest of the poor and to those who are most rejected by society.

The Society, working within available resources, undertakes various charitable works and supports the activities of its member conferences in order to carry out its Vincentian mandate.

**2. A BRITISH COLUMBIA INCORPORATED SOCIETY MANDATED BY VINCENTIANS**

The affairs of The Society as a Corporation (referred to herein as the "The Society") are conducted by the The Society's Board of Directors, (referred to herein as the "Board").

Since the Board is elected from among and by its Vincentian Voting Members, the structure, the activities and the operation of The Society must conform to its Vincentian mandate and the general guidelines as set out in The Rule, without however acting contrary to the Society Act of British Columbia and all other relevant statutes, Federal or Provincial. The Presidents of the Conferences as defined in The Rule are *Ex-Officio* members of the Board if they are not elected as Directors of The Society at a General Meeting of The Society. The President of The Society (herein referred to as "The President") along with the Vice-President, Secretary and Treasurer, who shall be nominated by the President, shall each be elected at a General Meeting of The Society.

The Board delegates to the President the task of directing and liaising with the Executive Director with respect to Board policies and their routine administration of the Society's affairs. The President will report to the Board at each Board meeting on matters dealt with by the President and the Executive Director. The Board may also establish committees which are ongoing (standing committees), or are set up for a specific short-term need (ad-hoc committees). The standing committees and ad-hoc committees report to and are accountable to the Board

The staff employed by The Society in the various charitable Vincentian operations and activities shall be accountable to the Executive Director of The Society. A committee of the Board chaired by the President will hire the Executive Director. With the Board's concurrence, the President may set up such other sub-committees, as she or he deems necessary to support Vincentians' mandate. The chairpersons of these sub-committees shall not be staff members. Chairpersons shall report to the Board. The Executive Director shall be accountable to the President and the Board. The Particular Council shall be accountable and shall report to the Board. The Conferences shall report to the Particular Council.

### **3. GOVERNANCE AND DIRECTION OF ACTIVITIES**

The Society's general activities shall be governed by these Bylaws. Since the operating objectives and organizational structure of The Society as expressed in these Bylaws shall be true to the philosophy and the guidelines of a Vincentian organization, these Bylaws shall be read together with the provisions in the Rule.

**THE BYLAWS OF THE SOCIETY OF SAINT VINCENT DE PAUL**  
**OF**  
**VANCOUVER ISLAND**

These Bylaws relate to the transaction of business and affairs of The Society of Saint Vincent de Paul of Vancouver Island. (herein called “The Society”

**BE it enacted as a by-law of the Society as follows:**

**PURPOSE AND PRIMARY GOALS**

1. The primary goal and purpose of The Society, its members, staff, volunteers and benefactors, is to promote and perform works of charity. This work is performed in accordance with Roman Catholic principles and the Vincentian philosophy, as articulated from time to time by the National Council of Canada, the International Council-General and expressed in The Rule of The Society of Saint Vincent de Paul. The purpose and goal of The Society is attained in a manner that complies with applicable laws. The Society will develop and maintain necessary resources to achieve its purpose and goal.

**DEFINITIONS**

2. The following definitions shall be designated to have the meaning as set forth below:
  - (a) Board of Directors. The term “Board of Directors” shall mean and include: those Voting Members elected at an annual general meeting to the position of Director. The President, Vice President, Treasurer and Secretary being the officers of The Society are elected by the Voting Members at an annual general meeting and such election shall also appoint the Directors. Other Voting Members may be nominated by the President and elected at the annual general meeting. Additional Directors are those Voting Members who may be elected by a vote of the majority of the Directors to serve as a Director in place of an elected Director who has resigned, died or been removed as a Director in accordance with these bylaws and the Society Act. Presidents of the Conferences are and shall be ex-officio Directors. The term of the Directors shall be for such period of time as set out in Bylaw 9 hereof. The Board of Directors is responsible for the management and supervision of the affairs of The Society.
  - (b) Aggregated Conference. The term “Aggregated Conference” shall mean those Conference that have received formal recognition from the International Council General as participating in the worldwide organization of the Society of Saint Vincent de Paul. See Bylaw 36.
  - (c) Non-Aggregated Conference. The term ‘Non-Aggregated Conference’ shall mean those Conferences that have not received formal recognition from the International Council General as participating in the worldwide organization of the Society of Saint Vincent de Paul
  - (d) Director: The term “Director” shall mean a Voting Member of The Society who is elected to the Board of Directors at an annual general meeting, an officer of The Society, and ex-Officio Members.

- (e) Ex-Officio Member: The term “Ex-Officio Member” refers to those members of the Board who may participate in debates but are prohibited from voting on any matter brought before the Board. Ex-Officio members of the Board shall be the Presidents of aggregated constituent Conferences who were not elected to the Board at an annual general meeting.. The Board of Directors, as they deem appropriate in their sole discretion, may appoint other Voting Members as Ex-Officio members of the Board.
- (f) International Council-General: The term “International Council-General” means the summit organization of The Society of Saint Vincent de Paul, with head office currently situated in Paris, France, and consists of the Presidents of the National Councils of The Society of Saint Vincent de Paul throughout the world.
- (g) Voting Member: The term “Voting Member” shall mean a “Voting Member” of The Society who:
- (1) is a member of an Aggregated Conference of The Society for a minimum of three months;
  - (2) completes the application and screening process as outlined by National Council policy;
  - (3) submits a valid criminal record check.
  - (4) attends Conference meetings regularly;
  - (5) contributes to Conference activities; and,
  - (6) has had his or her application for Conference membership approved by a majority vote of Conference members.
- (h) Officer: The term “Officer” shall mean and include the President, the Vice President, the Secretary or the Treasurer. All officers are elected.
- (i) Particular Council: The term “Particular Council” shall mean the Victoria Particular Council as recognized and instituted by the International Council General.
- (j) Ordinary Resolution: The term “Ordinary Resolution” means a resolution presented in a general meeting by the Voting Members of The Society and passed by a simple majority of the votes of those Voting Members who, being entitled to do so, vote in person or by proxy.
- (k) Special Resolution: The term “Special Resolution” means a resolution passed at a general meeting by Voting Members of The Society and passed by a majority of not less than 75% of the votes of those Voting Members who, being entitled to do so, vote in person or by proxy. A special resolution proposes to:
- (a) remove officers or directors from office;
  - (b) change The Society’s name;
  - (c) change The Society’s constitution and/or bylaws; or,
  - (d) change The Society’s purpose.
- (l) Requisitionists: The term “Requisitionists” means those Voting Members who requisition a general meeting of The Society in accordance with Section 58 of The Society Act (1996) and article 45 of this by-law.

(m) The Rule. The term “The Rule” means the philosophical and spiritual mandate of the operation of The Society as set out in the Canadian Rule and commentaries published by the National Council of Canada of the Society of Saint Vincent de Paul.

### **CORPORATE SEAL**

3. The corporate seal of The Society shall be such as the Board of Directors may adopt by resolution from time to time. The seal shall be entrusted to the Secretary of The Society for its use and safekeeping.

### **HEAD OFFICE**

4. The Head Office of The Society shall be at such place in the Capital Regional District in the Province of British Columbia as the Board of Directors may determine from time to time.

### **BOARD OF DIRECTORS**

5. A Board of Directors (“Board”) shall manage the affairs of The Society. The Board may exercise all the powers and do all the acts and things that The Society may exercise and do that are not prohibited by these bylaws, or by statute, or are otherwise lawfully directed or are required to be exercised. The Board is subject to all laws affecting The Society, including but not limited to the Society Act and these bylaws. Bylaws passed at a general meeting of The Society must not contravene the Society Act, The Rule as herein defined in the preamble to the Bylaws or other Federal and Provincial statutes. A bylaw passed by the Voting Members of the Society at the general meeting does not invalidate a prior act of the Board.
6. The Society’s Board of Directors consists of the President, Vice President, Secretary, Treasurer and other members of the Board elected at an annual general meeting of the Society who are equal in number to the number of Aggregated Conferences that constitute the Particular Council. In addition, further Voting Members may be nominated and elected to the Board at an annual general meeting of The Society.
7. The Directors and the President shall be nineteen (19) years or more of age.
8. Notwithstanding anything to the contrary, the President’s and Officers’ terms of office shall be from the date of her/his election at an annual meeting for a period of three (3) years. The President and other officers may be elected for a second term of equal duration. No person may hold the office of President, Vice-President, Secretary or Treasurer for a period longer than six (6) consecutive years. The president and officers of The Society and their term shall not be affected by the terms of bylaw 9 hereof.
9. A Director’s term of office, excluding then officers of The Society whose terms are in accordance with bylaw 8 hereof, shall be from the date of his/her election for a period of three (3) years. A director may be elected for a second term of equal duration. No individual may hold the office of Director for a period longer than six (6) consecutive years. (this includes any officer of The Society other than the President whose term is determined in accordance with bylaw 8 hereof. To provide for continuity on the

Board, whenever all or the majority of Directors are elected at the same time, the Directors, save and except the officers, will agree to the following terms of office at their first Board meeting. The manner in which individual Directors' terms of office are determined shall be as deemed appropriate by the Board

- (a) Four(4) Director shall be elected for a term of two (2) year;
- (b) Four(4) Director shall be elected for a term of three (3) year;
- (c) And all other Directors shall be elected for a term of one (1) year.”

10. The President and the Directors may at any time appoint a Voting Member as a Director to fill a vacancy in the Board of Directors. The sole exception to this article is the President of The Society who must be elected at a general meeting. Where feasible and practical, the Voting Member appointed as a Director will be a member of the former Director's parent conference. A Director so appointed shall only hold office until the conclusion of the next annual general meeting, but is eligible for election at the meeting.
11. A person ceases to be a Director of The Society if any one or more of the following apply:
  - (a) she or he is found by a court to be mentally incompetent or of unsound mind;
  - (b) he or she resigns his or her office by mailing or delivering his or her resignation to the Secretary of The Society;
  - (c) on being expelled from The Society; or,
  - (d) he or she is absent from 3 or more Board meetings in any one year, without the prior approval of the majority of the Board.
  - (e) he or she ceases to be or cancels his voting membership in The Society;
  - (f) on her or his death;
12. A Director or an officer of The Society may be removed from office by special resolution, providing fourteen (14) days notice has been given specifying the intention to remove a named Director or an officer. The special resolution must pass with 75 percent of the votes cast at a general meeting. A replacement Director or a new officer may be elected by ordinary resolution to serve until the next annual general meeting.

### **REMUNERATION OF DIRECTORS**

13. A Director shall not be remunerated for being or acting as a Director. A Director shall be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of The Society.
14. A Director with a direct or indirect interest in a proposed contract or transaction with The Society must fully and promptly disclose the nature and extent of the interest in writing to each of the other Directors. A Director with an interest in a proposed contract or transaction with The Society must abstain from voting on the approval of the proposed contract or transaction.

### **PROCEEDINGS OF DIRECTORS**

15. The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit. A meeting of the Board may be convened at any time by the President, or by the request of at least five

- (5) of the Directors. The Secretary, by direction of the President or at the request of at least five Directors, shall convene a meeting of the Directors.
16. The date and time for the next meeting of the Board that is to be held following any meeting of the Board shall be set at each Board meeting. No other notice of such meeting need be given to any Director or Directors in order for the next ensuing meeting to be duly constituted, as long as a quorum of the Directors is present.
  17. The quorum for the transaction of business at a meeting of the Board is 5 Directors.
  18. The President is the chair of all meetings of the Directors. If the President is not present within 30 minutes after the appointed time for holding the meeting, the Vice President shall chair the meeting. If the President and the Vice President are both absent, the Directors present may choose one of their number to chair the meeting.

### **VOTING AT DIRECTORS' MEETINGS**

19. Questions arising at any meetings of the Board shall be decided by a majority of votes. In case of equal votes, the chairperson of the meeting, who shall not normally vote, shall have the deciding vote.
20. A motion that is proposed at a Directors' meeting must be seconded. The President, acting as the Chair of the Directors' meeting may move or propose a motion.
21. At any meeting, unless a poll is demanded, a declaration by the chair that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the motion.
22. The normal order of business at a Board meeting is as follows:
  - (a) Call to order;
  - (b) Opening prayer;
  - (c) President's remarks;
  - (d) Adoption of the preceding meeting's minutes;
  - (e) Adoption of the Treasurer's report;
  - (f) Acceptance of Executive Director's and Committee reports;
  - (g) Reports from higher Councils;
  - (h) Old business;
  - (i) New business;
  - (j) Closing prayer; and,
  - (k) Adjournment.
23. Should a question arise as to the correct procedure to follow in a meeting, Robert's Rules of Order (current edition) shall apply

### **DELEGATION**

24. The Directors may delegate by resolution any, but not all, of their powers to committees. Such delegation shall not relieve the Directors of their Responsibilities

under the Society Act. Committees may consist of a combination of Directors, officers, members, staff and others with needed expertise, as the Directors think fit. A committee so formed and exercising these delegated powers must conform to all rules imposed by the Board. The Chair of the committee must report every act performed in exercising these powers to the Board, at the earliest opportunity following the implementation of the act.

### **SUBSIDIARY SOCIETIES**

25. The Society is authorized to incorporate, take over, establish or maintain one or more subsidiary societies with the powers, not exceeding the powers of the Society that the Society confers.
26. The Directors are authorized and empowered upon approval by ordinary resolution at a General Meeting to incorporate, establish, take over or maintain subsidiary societies.
27. The Society shall be the sole member of any such subsidiary society.
28. The Directors of the Society shall be the directors of the subsidiary society.
29. The Officers of the Society shall be the officers of the subsidiary society.
30. The constitution and bylaws of the subsidiary society, including its objectives, shall be in the form approved by resolution of the Directors of the Society.
31. Subsidiary societies shall be set up so that upon their dissolution all assets will revert back to the Society.

### **VOTING MEMBERSHIP**

32. Voting Membership criteria of the Society is as follows:
  - a. The voting Members of the Society are:
    - (1) The Voting Members who were the applicants at the time of incorporation and those persons who subsequently became Voting Members in accordance with the bylaws of The Society and in either case have not ceased to be Voting Members;
    - (2) persons who became Voting Members upon invitation of the Board of The Society and upon acceptance by the Board of those persons;
    - (3) A person who:
      - a. is a member of an Aggregated Conference of The Society for a minimum of three months;
      - b. completes the application and screening process as outlined by national council policy;
      - c. submits a valid criminal record check;
      - d. attends Conference meetings regularly;
      - e. contributes to Conference activities; and,
      - f. has had his or her application for Conference membership approved by a majority vote of Conference members.
    - (4) The Board of Directors shall not invite a person to be a Voting Member who does not comply with subsection (3) of this bylaw;

- b. A person ceases to be a Voting Member of The Society upon:
    - (1) delivering her or his resignation in writing to the secretary of The Society or by mailing or delivering it to the registered office of The Society
    - (2) Being expelled;
    - (3) Failing to be a Voting Member in good standing for six (6) consecutive months;
    - (4) Failing to actively participate in the activities of a Conference as herein required; and,
    - (5) his or her death or in the case of a corporation on dissolution
  - c. A Voting Member may be expelled by Special Resolution of the Voting Members passed at a general meeting.
  - d. The Notice for Special Resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - e. The person who is subject of the proposed Special Resolution for expulsion must be given the opportunity to be heard at the general meeting before the Special Resolution is put to a vote.
  - f. A member who is not in good standing shall not be a Voting Member.
  - g. All Voting Members shall have the right to attend and to vote at all general meetings
33. To be considered for the office of Director, President or to be an officer, an individual must be a Voting Member.
34. The president is the Chair of The Society and Particular Council. The President shall endeavor to carry out the duties and responsibilities of the Particular Council as described in The Rule, 2.3.8. The President shall be responsible to the Board for the coordination of all the affairs of The Society. The President shall preside at all meetings of The Society, and shall supervise the other Officers in the execution of their duties. Furthermore, the President, together with one other officer or in the absence or unavailability of the President, any two other officers, shall sign, witnessing the affixing of the Society's seal to written contracts, documents and instruments requiring to be executed by or on behalf of The Society, and which commit The Society to any obligations or commitments.
35. The President is an "ex-officio" member of all committees of The Society and Particular Council. The President shall exercise general supervision of the Executive Director in the day to day management of The Society's affairs. Whenever The Society has a right or is invited to appoint a Director in any other corporation or organization, the president shall have the option of accepting the appointment or naming another Director to act for The Society.
36. The Vice President shall when necessary represent the President. The Vice President is the Vice Chair of The Society and Particular Council. The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability of the President to act. The Vice President shall have such other powers and duties as the Board may from time to time assign to her or him.

37. The Secretary shall:

- (a) conduct the correspondence of The Society;
- (b) issue notices of meetings of The Society and Directors;
- (c) issue agendas for meetings of The Society and Directors;
- (d) record minutes of all meetings of The Society and Directors;
- (e) retain custody of all minutes of meetings, records, and documents of The Society except those required to be kept by the Treasurer or Executive Director;
- (f) retain custody of The Society's common seal;
- (g) maintain the register of members;
- (h) sign such written contracts, documents or instruments as require his or her signature;
- (i) ensure the confidentiality and safety of data about members and about those being served and,
- (j) have such other powers and duties as may from time to time be assigned to her or him by the Board.

38. The Treasurer shall:

- (a) keep all financial records, including books of account, necessary to comply with The Society Act;
- (b) provide financial statements to the Directors, members and others when required to do so;
- (c) ensure that at least one account is maintained with a chartered bank, credit union or trust company for the deposit of funds;
- (d) sign such written contracts, documents or instruments as require his or her signature;
- (e) ensures that an annual financial review is conducted, according to the recognized accounting rules; and,
- (f) have such other powers and duties as may from time to time be assigned to her or him by the Board.

#### **EXECUTIVE DIRECTOR**

39. The Executive Director shall:

- (a) be a member of the staff and not a member of the Board of Directors
- (b) be responsible for the day to day management of The Society and its staff;
- (c) report to the President and the Board;
- (d) hold office at the pleasure of the Board and in accordance with the laws of British Columbia;
- (e) have the right and obligation to participate in all meetings of The Society and the Board, unless requested by the resolution of a majority of Directors or members to absent herself or himself from a meeting or any part of a meeting. She or he shall not have any right to vote on any matter at any meeting;
- (f) be responsible for such other matters as may be delegated to her or him by resolution of the Board; and
- (g) have the right and obligation to liaise with The Society's auditor, accountant and legal counsel on such matters as he or she deem appropriate. The Executive Director shall advise the Board of all such conversations and the action taken.

## **INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS**

40. Every Director or Officer of The Society, or any other person who has undertaken or is about to undertake any liability on behalf of The Society, and his or her heirs, executors, administrators and estate and effects respectively, shall from time to time and at all times be indemnified save harmless out of the funds of The Society from and against:
- (a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her or him for and in respect to any deed, act, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office or position, if:
- (1) he or she acted honestly and in good faith with a view to the best interests of The Society; and,
- (2) in the case of a criminal or administrative action or proceeding, she or he had reasonable grounds for believing his or her conduct was lawful.
41. The Society shall purchase and maintain insurance for the benefit of a Director or Officer against personal liability incurred by her or him as a Director or Officer.
42. If any Director or Officer shall be employed by or shall perform services for The Society otherwise than as a Director or Officer, or shall be a member of a firm or shareholder, Director or Officer of a company which is employed by or performs services for The Society, the fact he or she being a Director or Officer of The Society shall not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services. In such a case, The Director or Officer shall make such association known to each Director in writing to ensure the Board can be satisfied there is no conflict of interest, and that the matter is in accord with article 14 above.

## **CONFERENCES**

43. To give effect to the Vincentian purpose and primary goals as set forth in article 1, the basic unit of The Society is the Conference. A Conference is defined as an element of The Society consisting of persons organized within the limits of a: parish, city, district, educational institution, workplace; or any other distinguishing social group located in the Roman Catholic Diocese of Victoria. To be a unit of The Society, a Conference must be recognized as an Aggregated Conference of a Particular Council in the Roman Catholic Diocese of Victoria.
44. Conference members shall elect a Conference President in accordance with the procedures delineated in The Rule. The term of office of the Conference President and the naming of Vice-Presidents, the Treasurer and the Secretary shall be as defined in The Rule.
45. When a conference has no representation on the Board, that conference shall have the right to nominate one of its members, preferably the President, for election to the Board when a vacancy occurs.

## **PARTICULAR COUNCIL**

46. "Particular Council" means that grouping of Conferences joined together to achieve the objectives of the Society. Particular Councils must be recognized and instituted by the International Council General.
47. The Particular Council shall inform the Board of all aggregation applications forwarded to the National Council. The Particular Council(s) shall also inform the Board of the names of those conferences that are granted aggregation.
48. The Officers of the board elected in accordance with the by-laws of the Society, shall also serve as the Officers of Particular Council.
49. The Particular Council shall be responsible for the supervision of the Conferences and the animation and coordination of the Vincentian activities of the Conferences.
50. Particular Council shall be accountable to, report to, and be directed by the Board in all matters related to the Society.

## **VOTING**

51. No person other than a Voting Member may vote at the annual general meetings or extra-ordinary meetings of The Society.

## **MEETINGS**

52. The Society shall hold an annual general meeting of its Voting Members prior to the 30<sup>th</sup> of June annually, but not later than fifteen (15) months after the holding of the preceding annual general meeting. The proceedings of the annual general meeting shall consist of:
  - (a) Call to order;
  - (b) Opening prayer;
  - (c) President's remarks;
  - (d) Adoption of the previous meeting's minutes;
  - (e) Adoption of the Treasurer's report;
  - (f) Acceptance of standing and ad-hoc committee reports (if required);
  - (g) Completion of old business (if required);
  - (h) Election of Directors or Officers (if required);
  - (i) New business;
  - (j) Closing prayer; and,
  - (k) Adjournment.
53. An extraordinary meeting of The Society may be convened at the call of the President or at the written request of ten percent (10%) of the Voting Members. The written request for an extra-ordinary meeting must satisfy the following requirements:
  - (a) the reason for convening the meeting;
  - (b) indicate the date, printed name, signature and parent conference of each Voting Member requesting the convening of the meeting; and,
  - (c) be forwarded to The Society's address, by registered mail, or delivered by courier or by hand.

54. The proceedings of an extra-ordinary general meeting shall consist of:
- (a) Call to order;
  - (b) Opening prayer;
  - (c) Adoption of the previous meeting's minutes (if required);
  - (d) Adoption of the Treasurer's report (if required);
  - (e) The special business for which the meeting was convened;
  - (f) Closing prayer; and,
  - (g) Adjournment.
55. The Secretary shall provided written notice of the annual general meeting and the agenda, to all Voting Members a minimum of fifteen days (15) prior to the convening of the meeting.
56. The President shall convene a extra-ordinary general meeting within fifteen days (15) of the Secretary receiving a request for an extra-ordinary meeting from ten percent (10%) of the Voting Members. The Secretary shall issue written notice of, and the agenda for the extra-ordinary meeting, to all Voting Members within four (4) working days of receiving the request to hold the extra-ordinary meeting.
57. Accidental omission to give notice of an annual general meeting and non-receipt by any Voting Member shall not invalidate any resolution passed or any proceeding undertaken at an annual general meeting of the Voting Members.
58. Notice of any meeting to the Voting Members shall include a statement of the right of each Voting Member to vote by proxy. The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasonable judgment on the decision(s) to be taken and the notice shall attach a form of proxy for use by the Voting Member. The form of the proxy shall be approved from time to time by the Directors.
59. At an annual general meeting or an extra-ordinary general meeting, a Voting Member duly appointed in writing by another Voting Member or Voting Members to vote his, her, or their proxies, may exercise that right when voting on any business arising at the meeting. A member voting proxies at a meeting must register those proxies with the Secretary prior to the meeting.
60. The President, or in his or her absence the Vice-President, shall chair all meetings of members. In the absence of both the President and the Vice President, the Voting Members present at a meeting shall choose another Voting Member to act as chairperson of the meeting.
61. Every question submitted to any meeting of members shall be decided by a majority of Voting Members' votes given by a show of hands, providing the question is not a special resolution. In case of an equality of votes, the chairperson of the meeting, who shall not normally vote, shall have the deciding vote.
62. At any meeting, unless a poll is demanded, a declaration by the chairperson that a resolution has been carried or defeated shall be conclusive evidence of the fact without proof of the number or the proportion of those recorded in favour of or against a resolution.

63. If at any meeting a poll is demanded on the election of a chairperson of the meeting, or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question, it shall be taken in such manner and either at once or later in the meeting or after adjournment as the President or chairperson of the meeting directs. The result of the poll shall be deemed a resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
64. The chairperson of an annual general or extraordinary general meeting may, with the consent of the Voting Members attending, adjourn the meeting. If the meeting is adjourned for ten (10) days or more, the Secretary shall provide notification of the reconvening of the meeting to the Voting Members for their action as specified in Article 45. When the meeting is reconvened, the business conducted at the meeting shall only be the business left unfinished at the time adjournment took place.
65. A quorum for the transaction of business at an extraordinary general meeting or the annual general meeting shall constitute not less than ten percent (10%) of the Voting Members present in person. No meeting shall be held unless there are at least ten percent (10%) of the Voting Members present in person.
66. Should a question arise as to the correct procedure to follow in a meeting, Robert's Rules of Order shall apply.

#### **ENACTMENT, AMENDMENT AND REPEAL OF BY-LAWS**

67. The by-laws of The Society may be enacted, amended and repealed by Special Resolution at an annual or extra-ordinary general meeting.
68. A copy of any by-law to be approved at an annual or extra-ordinary general meeting shall be sent by the Secretary to every Voting Member with a minimum of fifteen days (15) advance notice of such annual general meeting or such extra-ordinary meeting

#### **FINANCE**

69. The Board may by resolution set or change the fiscal year end of The Society. Conferences shall abide by the direction of the Board in this matter.
70. Upon the Voting Members approving a special resolution to borrow money, the Board may conclude such borrowing on such terms and conditions as it believes appropriate. The loan of money may be secured by way of loan by line of credit agreement, mortgage, debenture, personal property, security agreement, promissory note, hypothecation, assignment of rents, or any combination thereof. The borrowing of money by the Board shall be within the limitations set by the special resolution approved by the Voting Members.
71. The Society may repay or redeem any such securities as determined by resolution of the Board. The Society, upon resolution of the Board, shall also have the power to purchase, sell, or lease assets of real or personal nature as well as write off or reach a settlement with respect to debts and account receivable.