
CONSTITUTION

1. The name of the Society is **MOUNT ARROWSMITH RHODODENDRON SOCIETY**

2. The purposes of the Society are:

- (a) To encourage interest in and the dissemination of information and knowledge about the genus Rhododendron and to provide a medium through which all persons interested in the genus may communicate and cooperate with others of like interest through education, scientific studies, meetings, publications and similar activity.
- (b) To gather and issue by means of a bulletin to all members, information compiled in the scientific studies of the genus Rhododendron and allied botanical information, issue special publications from time to time, conduct scientific and educational activities and enter into joint undertakings with other botanical and horticultural groups and to carry on the activities associated with the American Rhododendron Society.
- (c) To affiliate with any other society or body of cognate or allied interests for the enhancement and advancement of the objectives above described and in particular with the other chapters in District 1 of the American Rhododendron Society.

**BYLAWS
of
MOUNT ARROWSMITH RHODODENDRON SOCIETY**

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BYLAWS
of
MOUNT ARROWSMITH RHODODENDRON SOCIETY

PART 1 – GENERAL

1.1 Location

The operations of the society are to be chiefly carried on in Parksville, Qualicum Beach, Port Alberni and surrounding mid-Island areas in the Province of British Columbia. This provision was previously unalterable.

1.2 Dissolution

In the event that the society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to another non-profit society having similar purposes to the Society in the province, or elsewhere in Canada as directed by members. This provision was previously unalterable.

1.3 Able to Prescribe Policy

The Board of Directors may prescribe Policies and Procedures that are not inconsistent with these Bylaws and as deemed necessary to conduct the affairs of the Society.

PART 2 – MEMBERSHIP

2.1 Admission to Membership

Membership in the Society shall be open to all persons who subscribe to the Society's Constitution and Bylaws.

Full and Associate Memberships only may be vested in one person, or in two persons residing at the same address.

2.2 Membership Categories

Membership shall be open to the following:

Full Member – a person who is a fully paid-up member of this Society and the American Rhododendron Society

Associate Member – a person who is a fully paid-up member of another chapter of the American Rhododendron Society and has paid the required dues of the Mount Arrowsmith Rhododendron Society.

Student Member – a person who is registered as a student at a recognized educational institution

Honourary Member – a person who has been awarded a Full membership in the society by the members in accordance with guidelines for Honourary Membership.

Corporate Member – nurseries, businesses, post-secondary institutions, and other such entities

2.3 Voting Members

The voting members of the Society are those that are accepted as Full members.

2.4 Non-voting Members

Non-voting members are those persons who hold an Associate, Student or Corporate membership.

2.5 Termination of Membership

A person ceases to be a member of the Society upon receipt of his resignation in writing, on his death, being expelled, or on being a member not in good standing for 90 consecutive days.

Any member who is not a fully paid up member of the Society, the American Rhododendron Society, or a Chapter thereof, as appropriate to his class of membership shall be deemed to be not in good standing.

The Board of Directors shall have the power, by a vote of 75% of its members to expel or suspend any member of the Society whose conduct shall have been determined by the Board of Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Society.

No member shall be expelled or suspended without being notified of the charge or complaint against him/her or without having first been given an opportunity to be heard by the Board of Directors at a meeting called for the purpose.

Any member who resigns, withdraws, or is expelled from the society shall forthwith forfeit all right, claim, and interest arising from or in association with membership in the Society.

2.6 Compliance with Bylaws

Every member shall uphold the Constitution and comply with these Bylaws.

2.7 Membership Dues

At the annual general meeting, the voting members shall determine the amount of membership dues, if any.

PART 3 – MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

General meetings shall be held in the months of January, February, March, April, May, September, October, and November, unless cancelled by the Board of Directors. Special meetings of the Society shall be held at such time and place as may be determined by the Board of Directors of the Society.

3.2 Annual General Meetings

An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

3.3 Notice of General Meeting

The Association shall give not less than 14 days written notice of a general meeting to those members entitled to receive notice.

3.4 Contents of Notice

Notice of a general meeting shall specify the place, the day and the hour of the meeting, and the general nature of the business to be transacted at the meeting.

3.5 Omission of Notice

The non-receipt of notice of a general meeting by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

Generally, meetings shall be governed by Roberts Rules of Order unless otherwise determined by the members.

4.1 Ordinary Business

Ordinary business is the adoption of rules of order, consideration of the report of the Directors, consideration of the financial statements, consideration of the report of the auditor, appointment of the auditor, if any, the election of Directors and such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

4.2 Special Business

Special business is all business at a general meeting except the adoption of rules of order, and all business that is not Ordinary Business including special resolutions, amendments to the Constitution and Bylaws, or a change of name of the Society. Such resolutions require a majority of not less than 75% of the votes of those members present and entitled to vote.

4.3 Requirement of Quorum

No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.4 Loss of Quorum

If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.5 Quorum

A quorum at a general meeting shall be 25 of the voting members in good standing.

4.6 Lack of Quorum

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, shall be terminated. In any other case, it shall stand adjourned until re-scheduled. Unless re-scheduled immediately, such subsequent meeting shall require 14 days notice.

4.7 Chair

The President of the Society shall, subject to a Board resolution appointing another person, chair all general meetings; but if at any general meeting the President is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the members present may choose one of their number to chair that meeting.

4.8 Alternate Chair

If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as chair.

4.9 Adjournment

A general meeting may be adjourned from time to time and from place to place but no business shall be transacted at the resumption of an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.10 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 30 days in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

4.11 Entitlement to Vote

A voting member in good standing is entitled to one vote.

4.12 No Casting Additional Vote

The person chairing a general meeting, providing he or she is a member of the Society, may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

4.13 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting shall be by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required.

4.14 Voting by Proxy

Voting by proxy is not permitted.

4.15 Special Resolution

The bylaws of the Society may be repealed or amended and new bylaws may be enacted by special resolution.

4.16 Copy of Special Resolution to be filed with the Registrar

A copy of any special resolution passed in accordance with the Bylaws shall be filed with the Registrar in the prescribed form and shall not take effect until such copy is accepted by the Registrar.

4.17 Simple Majority

At meetings of the members, every question shall be determined by a simple majority of votes unless otherwise specifically provided by the *Societies Act*.

PART 5 – DIRECTORS AND OFFICERS

5.1 Powers of Directors

The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:

- (1) all laws affecting the Society; and
- (2) these Bylaws.

5.2 Management of Property and Affairs

The property and the affairs of the Society shall be managed by the Board of Directors.

5.3 Number of Directors and Officers

- 5.3.1 The Officers of the Society shall be a President, Vice-President, Secretary and Treasurer who shall be Directors of the Society.

5.3.2 The members may elect members in good standing to be Directors, the number of which to be determined from time to time by the Directors.

5.4 Election of Directors and Officers

The Officers and Directors shall be elected by the voting members at the annual general meeting and shall take office commencing at the close of the meeting.

5.5 Term of Office

Elections for Officers and Directors shall normally be held at the annual general meeting and the term of office shall normally be two years. Any positions unfilled or becoming vacant between annual general meetings may be filled by appointment by the Board of Directors and shall continue until the next annual general meeting.

5.6 Consecutive Terms

The President and Vice-President shall be elected for a two-year term and may be re-elected to the same position for one additional term, and then may only be re-elected to the same position after a minimum period of one year out of office.

The Secretary, Treasurer and Directors may be re-elected.

The Past President shall serve a one-year term after completing their term as President.

5.7 Election by Secret Ballot

In elections where there are more candidates than vacant positions, election shall be by secret ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

5.8 Voiding of Ballot

No member shall vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

5.9 Directors' Eligibility

No one shall be nominated for President until they have been a member of the Society for at least two years, and has served a minimum of one of those years on the Board of Directors.

A person must be a voting member of the Society to be eligible for election or appointment as a Director of the Association.

5.10 Election of Less than Required Number of Directors

Every Director serving a term of office shall retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected or appointed and the result is that the number of Directors would fall below three, the person previously elected or appointed as Director shall continue to hold office until such time as successor Directors are elected or appointed.

5.11 Directors Subscribe and Support Purposes

Every Director shall unreservedly subscribe to and support the purposes of the Society.

5.12 Removal of Directors

The members may by special resolution remove a Director at any time and may elect or appoint a person as a replacement Director and determine the term of such replacement Director.

5.13 Replacement of Directors

Notwithstanding the foregoing Bylaws, if a Director ceases to hold office during his or her term for any reason other than removal in accordance with these Bylaws, the Executive may appoint a person as a replacement Director to take the place of such Director until the next annual general meeting.

5.14 Invalidation of Acts

No act or proceeding of the Board of Directors is invalid by reason only of there being less than the prescribed number of Directors in office.

5.15 Cessation of Directors

A person shall automatically cease to be a Director of the Society:

- (1) upon the expiry of his or her term, or
- (2) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein, or
- (3) upon his or her death, or
- (4) upon being removed in accordance with these Bylaws.

5.16 Remuneration of Directors

Directors shall serve without remuneration and shall not receive any profit from serving in a position as such.

A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, and in accordance with the policies of the Society.

5.17 Powers of the Council

The Directors may exercise all the powers and do all the acts and things that the society may exercise and do, except those things that must be done in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the society,
- (b) these Bylaws, and
- (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the society in a general meeting.

5.18 Books and Records

The Board of Directors shall ensure that all necessary books and records of the Society required by the bylaws of the Society or by any applicable statute or law are regularly and properly kept.

The books of account shall be kept at such place in British Columbia as the Directors think fit and shall at all times be open to inspection by the Board of Directors.

5.19 Investment of Property and Standard of Care

If the Directors are required to invest funds on behalf of the Society, the Directors must invest the assets of the Society in credit union or bank term deposits and similar no-risk options. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgement that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

5.20 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

5.21 Authority to Expend Funds

The Board of Directors may authorize the expenditure of amounts up to \$1,000.00. For items in excess of this sum, the approval of the members at a general meeting must be obtained.

PART 6 – PROCEEDINGS OF BOARD MEETINGS

6.1 Procedure of Meetings

Meetings of the Board may be held at any time and place determined by the Board of Directors, provided that seven days' notice of such meeting is sent to each Director. No formal notice shall be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined.

Notice may be waived by unanimous agreement of the Directors if it is necessary to conduct important business of the society.

6.2 Quorum

A majority of the Board of Directors shall form a quorum for the transaction of business.

6.3 Chairing of Meetings

The President of the Association shall chair all meetings of the Board; but if at any board meeting the President is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

6.4 Alternate Chair

If the person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

6.5 Calling of Meetings

The President may at any time, and the Secretary at the request of a Director, shall convene a meeting of the Board.

6.6 Simple Majority Sufficient

Any issue at a meeting of the Board which is not required by these Bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.

6.7 No Casting Additional Vote

The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

6.8 Procedure for Voting

Voting shall be by show of hands or voice vote recorded by the Secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot shall be required.

6.9 Absence of a Director

A Director who is absent for three meetings in a row is deemed to have resigned from the Board of Directors. In exceptional circumstances, the Board may excuse the Director for such absences.

6.10 Duties of Officers

6.10.1 The President shall

- (a) preside at all meetings of the Society
- (b) supervise the other Officers in the execution of their duties
- (c) perform all other duties pertaining to that office.

6.10.2 The Secretary shall keep an accurate record of all meetings and of all motions and resolutions and notify members of general meetings.

6.10.3 The Treasurer shall:

- (a) be responsible for arranging for custody and expenditure of all funds of the Society in accordance with decision of the Directors
- (b) cause to be maintained accurate records of the financial operations of the Society as are necessary to comply with the *Societies Act*
- (c) ensure that signing authorities for cheques of the Society are as prescribed by the Directors

(d) render financial statements to the Directors, members and others when required.

6.11 Removal of Officers

A person may be removed as an Officer by a resolution passed at a meeting of the Board of Directors by a majority of the Directors present.

6.12 Replacement

Should the President or any other Officer for any reason not be able to complete his or her term, the Board shall remove such Officer from his or her office and shall elect a replacement without delay.

6.13 Absence of Secretary at Meeting

If the Secretary is absent from any meeting of the Society or the Board, the Directors present shall appoint another person to act as secretary at that meeting.

PART 7 – COMMITTEES

7.1 Delegation of Committees

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

Committees shall act in an advisory capacity to the Board of Directors unless otherwise directed by the Board.

7.2 Mandate

A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report at the next meeting of the Board, or at such other time as the Board may determine.

PART 8 – EXECUTION OF INSTRUMENTS

Contracts, documents or instruments in writing requiring the signature of the Society may be signed by:

- (1) the President, Vice-President together with the Secretary or Treasurer, or
- (2) any two Directors authorized by the Board

and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any Officer or Director, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 9 – BORROWING

The Society may not borrow money.

PART 10 – AUDIT

The members may, at the annual general meeting appoint an auditor to hold office until the next annual general meeting.

Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the officers and directors for the Society such information and explanations as may be necessary for the performance of the duties of the auditor.

PART 11 – NOTICES

11.1 Entitlement to Notice

Notices of a general meeting shall be given to every person shown on the register of members as a member on the day the notice is given.

No other person is entitled to be given notice of a general meeting.

11.2 Method of Giving Notice

A notice may be given to a member or a Director either personally, by delivery, facsimile, or electronic mail, or by first class mail posted to such person's registered address.

11.3 When Notice Deemed to Have Been Received

A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered either personally, by delivery, facsimile, or electronic mail, or by first class mail shall be deemed to have been given on the day it was so delivered or sent.

11.4 Days to be Counted in Notice

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

PART 12 – MISCELLANEOUS

12.1 Inspection of Records

The members shall from time to time determine whether and to what reasonable extent, times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of meetings of the Board shall be open to the inspection of members of the Society not being Directors. In the absence of such determination by the members, the documents, including the books of account, of the Society shall be open to inspection by any member of the Society not being a Director.

12.2 Participation in Meetings

Any meeting of the Society, the Board of Directors or any committee may also be held, or any member, Director or committee member may participate in any meeting of the Society, the Board or any committee, by telephone or video conference call or similar communication equipment so long as all the members, Directors, or persons participating in the meeting can see or hear and respond to one another. All such members, Directors, or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, shall be entitled to vote by a voice or written vote recorded by the Secretary of such meeting. This method of voting may from time to time be used for passing resolutions.

12.3 Right to Become Member of Other Society

The Society shall have the right to subscribe to, become a member of and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

PART 13 – INDEMNIFICATION

13.1 Indemnification of Directors and Officers

Subject to the provisions of the *Societies Act*, each Director and each Officer of the Society will be indemnified by the Society against all costs, charges and expenses 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 or Officer of the Society.

13.2 Indemnification of Past Directors and Officers

To the extent permitted by the *Societies Act*, the Society will indemnify and hold harmless every person heretofore, now or hereafter serving as a Director or Officer of the Society and that person's heirs and personal representative.

13.3 Advancement of Expenses

To the extent permitted by the *Societies Act*, all costs, charges and expenses incurred by a Director or Officer with respect to any claim, action, suit or proceeding may be advanced by the Association prior to the final disposition thereof, in the discretion of the

Board of Directors, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

13.4 Approval of Court and Term of Indemnification

The Society will apply to the court for any approval of the court which may be required to make the indemnities herein effective and enforceable. Each Director and each Officer of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

13.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or Officer of the Society to comply with the provisions of the *Societies Act*, or of the Constitution or these Bylaws will not invalidate any indemnity to which he or she is entitled under this part.

13.6 Purchase of Insurance

The Association may purchase and maintain insurance for the benefit of any or all Directors, Officers, employees or agents against personal liability incurred by any such person as a Director, Officer, employee or agent.

PART 14 – BYLAWS

14.1 Entitlement of Members to Copy of Constitution and Bylaws

On being admitted to membership, each member is entitled to have access to a copy of the Constitution and bylaws of the Society.

14.2 Special Resolution Required to Alter or Add to Bylaws

These Bylaws shall not be altered or added to except by special resolution.

DATED

Witness(es)

(Signature)

(Full Name)

(Resident Address)

(Signature)

(Full Name)

(Resident Address)

(Signature)

(Full Name)

(Resident Address)