

AMENDED AND CONSOLIDATED BYLAWS
YOUR LOCAL FARMERS MARKET SOCIETY
Adopted November 25th, 2017

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires:

"**directors**" or "**Board**" means the directors of the society for the time being;

"**Election Policies**" has the meaning ascribed thereto in bylaw Part 6 -40(9)

"**Electronic Means**" means any system or combination of systems, including but not limited to telephonic, electronic, or web-based technology, that:

(i) in relation to a meeting or proceeding, permits all participants to communicate with each other, and

(ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

"**Eligible Party**" means:

(i) a person who is or was a director or officer of the society, as determined in accordance with these bylaws; or

(ii) any other person appointed or elected by the directors to exercise authority to manage the activities or internal affairs of the society as a whole or in respect of a principal unit of the society; or

(iii) the heir or legal representative of a person described in (i) or (ii) above.

"**Ordinary Resolution**" means:

(i) a resolution passed by a majority of the votes cast in respect of the resolution by those members entitled to vote:

(A) in person at a general meeting, or

(B) by Electronic Means in accordance with these bylaws, or

(C) by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means; or

(ii) a resolution submitted to the members and consented to in writing by at least the majority required by the *Societies Act*,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a general meeting of the society;

"**registered address**" of a member means the member's address as recorded in the register of members; and

“*Societies Act*” means the *Societies Act* of British Columbia from time to time in force and all amendments to it.

“**Special Resolution**” means:

(i) a resolution, of which the notice required by the *Societies Act* and these bylaws has been provided, passed by the majority of votes required by the *Societies Act* cast in respect of the resolution by those members entitled to vote:

(A) in person at a general meeting, or

(B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means; or

(ii) a resolution submitted to the members and consented to in writing by every member who would have been entitled to vote on the resolution in person at a general meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a general meeting.

(2) The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa, and words importing any gender include all genders and a corporation.

Part 2 - Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members in accordance with these bylaws and, in either case, have not ceased to be members.

4. A person may apply to the directors or their delegate for membership in the society and on acceptance by the directors or their delegate is a member. The directors may, in their absolute discretion, postpone or reject any application for membership.

5. Every member must uphold the constitution and comply with these bylaws and any policies adopted by the directors from time to time.

6. The amount of the annual membership dues must be determined at the annual general meeting of the society. The directors may, by resolution, waive or reduce the membership fees payable by any member, either for a set period stated in that resolution or for the lifetime of the member.

7. A person ceases to be a member of the society:

(1) by delivering a written resignation to the Secretary of the society or by mailing or delivering it to the address of the society,

(2) on death or, in the case of a corporation, on dissolution,

(3) on being expelled, or

- (4) one year from the last day of the calendar month during which the person became a member or renewed their membership.
8.
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to respond in writing to the statement of reasons, and such response shall be provided by such person to the members present at the meeting before the special resolution is put to a vote.
9.
 - (1) Following an appropriate investigation or review of a member's conduct or actions, the directors may, by resolution, expel a member for conduct which, in the reasonable opinion of the directors is contrary to the interests of the society.
 - (2) Notice of a proposed board resolution to expel a member will be provided to the member who is the subject of proposed expulsion and to each director, accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The member who is the subject of the proposed expulsion will be given an opportunity to respond in writing to the statement of reasons at or before the time the proposed expulsion resolution is considered.
10. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.
11. A person must be a member in good standing in order to be eligible for acceptance by the society as a vendor.

Part 3 - Meetings of Members

12. General meetings of the society must be held at the time and place, in accordance with the *Societies Act*, that the directors decide.
13. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
14. The directors may, when they think fit, convene an extraordinary general meeting.
15.
 - (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
16. An annual general meeting must be held at least once in every calendar year.

Part 4 - Proceedings at General Meetings

17. Special business is
 - (1) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (2) all business conducted at an annual general meeting, except the following:
 - (a) the adoption of rules of order;
 - (b) the consideration of the financial statements;
 - (c) the report of the directors;
 - (d) the report of the auditor, if any;
 - (e) the election of directors;
 - (f) the appointment of the auditor, if required;
 - (g) any other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
18.
 - (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum is five members present or a greater number that the members may determine at a general meeting.
19. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
20. Subject to the Societies Act and these bylaws, the members may adopt rules of order, but if they do not do so then Robert's Rules of Order (Newly Revised) must be used.
21. Subject to bylaw 22, the Chair of the society, the Vice Chair or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
22. If at a general meeting
 - (1) there is no Chair, Vice Chair or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (2) the Chair and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

23. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for ten days or more, notice of the adjourned meeting must be given as in the case of 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 conducted at an adjourned general meeting.
24. (1) A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.
 - (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to which he or she may be entitled as a member and the proposed resolution shall not pass.
25. (1) A member in good standing for a minimum of 30 days prior to the date of a general meeting of members and present at the meeting or participating by Electronic Means is entitled to one vote.
 - (2) Voting is by show of hands unless the directors have approved an alternative voting method.
 - (3) Voting by proxy is not permitted.
26. A corporate member may 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 meeting of the society.
27. The directors may resolve, in their discretion, to hold any general meeting in whole or in part by Electronic Means.
28. Where a general meeting is to be conducted using Electronic Means, the directors must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately.

Part 5 - Directors

29. (1) The directors may exercise all the powers of the society, and do all the things that the society may do, subject to
 - (a) the constitution and these bylaws, and
 - (b) all laws affecting the society.
30. (1) There must be a minimum of five, and a maximum of eleven, directors. The number of directors shall be set by resolution of the directors.
 - (2) Directors have a normal term of office of three years.
 - (3) One third of the directors, or as near to one third of the directors as is reasonably practicable, must be elected each year in accordance with Part 6 of these Bylaws.
 - (4) In an election of directors, every member in good standing has a number of votes equal to the number of vacancies.

- (5) If the number of candidates is fewer than or equal to the number of vacancies, the candidates must be declared elected.
 - (6) To be eligible for election or re-election as a director, a person must be a member in good standing for at least 30 days prior to the date of that person's election or re-election.
 - (7) An employee of the society, or the spouse or partner of an employee of the society, is not eligible to be a director.
 - (8) No person may serve as a director for more than six consecutive years. A person who has served as a director for six consecutive years may not be re-elected or re-appointed for at least one year following the expiry of that person's latest term.
31. A director ceases to be a director on:
- (1) the end of the director's term of office, unless the director is re-elected or re-appointed,
 - (2) the date which is the later of:
 - (a) the date on which the society receives the director's written resignation; and
 - (b) the effective date specified in such written resignation ,
 - (3) death,
 - (4) becoming unable to perform the duties of a director due to physical or mental disability, or
 - (5) failing to attend three consecutive meetings of the directors without the authorization of the directors.
32. A director may be removed before the expiration of his or her term of office by either of the following methods:
- (1) by Special Resolution; or
 - (2) by resolution consented to or voted for by no less than two thirds of the directors entitled to vote thereon.
- If by Special Resolution, the members may elect a replacement director by Ordinary Resolution to serve for the balance of the removed director's term of office.
- If by resolution of the directors, the director proposed for removal may not vote on the resolution, but is entitled to not less than 7 days' advance notice in writing of the proposed resolution and to provide written submissions to the directors prior to the vote on the resolution. If the resolution for removal passes, the directors may, in their discretion, appoint a replacement to fill the resulting vacancy.
33. The directors may appoint a member to fill a vacancy in the directors. A director so appointed holds office only until the adjournment of the next annual general meeting, but may be re-elected at that meeting.
34. No act or proceeding of the directors is invalid only by reason that there are fewer directors in office than the number required by bylaw 30(1).

35. A director must not be remunerated for being or acting as a director, but may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.
36. A director must, in exercising the powers and performing the functions of a director:
- (1) act honestly and in good faith and in the best interests of the society, and
 - (2) exercise the care, diligence and skill of a reasonably prudent person.

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 society.

37. Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from
- (1) the duty to act in accordance with the *Societies Act* and the regulations, or
 - (2) 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 society.
38. A director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the society, or a matter for consideration by the directors:
- (1) will be counted in the quorum at a meeting of the directors at which the contract, transaction or matter is considered;
 - (2) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
 - (3) is not entitled to vote on the contract, transaction or matter;
 - (4) will absent himself or herself from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the other directors to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
 - (5) will refrain from any action intended to influence the discussion or vote.

The directors may establish further policies governing conflicts of interest of directors and others, provided that such policies must not contradict the *Societies Act* or these bylaws.

39. A director referred to in bylaw 38 must pay to the society an amount equal to any profit made by the director as a consequence of the society entering into or performing the proposed contract or transaction unless
- (1) the director discloses the interest as required by bylaw 38, and after the disclosure the proposed contract or transaction is approved by the directors; or
 - (2) the contract or transaction is approved by Special Resolution after the nature and extent of the director's interest in the contract or transaction has been fully disclosed to the members.

Part 6 - Nomination, Election and Appointment of Directors

40. (1) The society will set a date for the close of nominations for each election, and will give no less than six weeks' notice of such date to members. No nominations of candidates for election of directors in any election will be accepted after the close of nominations.
- (2) To become a candidate for election as a director, a member must submit, on or before the close of nominations:
- (a) the member's written consent to act as a director,
 - (b) the member's written agreement to follow these bylaws and the society's policies (the "Election Policies") regarding elections and campaigning, as posted from time to time on the society's website at www.eatlocal.org/about; and;
 - (c) if requested by the Board,
 - (i) provide a candidate's statement as specified in the Election Policies; and
 - (ii) sign a certificate stating that the member:
 - (a) is qualified to act as a director,
 - (b) is aware of the duties of directors under the *Societies Act*,
 - (c) has disclosed all conflicts between the candidate's personal interests and those of the society,
 - (d) will disclose any future conflicts of interest as soon as they arise, and
 - (e) will comply with these bylaws, and any policies set by the directors.
41. (1) The society must give notice to the members of each election of directors and the members' right to vote, the time period for voting and the manner in which members may obtain election materials and vote.
- (2) Every member who became a member 30 days or more before the next annual general meeting is eligible to vote in the current election of directors.
- (3) The society will publish on its website election materials, including voting instructions and any candidates' statements contemplated under bylaw 40(2)(c)(i).
- (4) Annually, the Board may approve one or more voting mechanisms to encourage member participation, which may include:
- (a) mail,
 - (b) ballots made available for such purpose at weekly farmers' markets operated by the society,
 - (c) use of an interactive website, or
 - (d) any other method approved by the directors.
- (5) If, at the close of nominations or at any time thereafter, the number of candidates is equal to or less than the number of vacancies, the candidates must be declared elected.

- (6) If two candidates receive an equal number of votes the successful candidate must be decided by lot.
- (7) The directors must verify the name and membership status of each member who votes. The methods by which members may vote must ensure that a member's vote is confidential and verifiable, and that a member can only vote once.
- (8) A member's vote is not valid if in the opinion of the directors:
 - (a) it is illegible, unintelligible, or ambiguous, or
 - (b) there is evidence that the member did not vote, or voted for more than a specified number of candidates, or
 - (c) there is evidence that that the member voted more than once, in which case none of the votes cast by the member will be counted.
- (9) The directors may establish Election Policies not inconsistent with these Bylaws governing elections and campaigning by candidates, including dates by which:
 - (a) candidate's statements and certificates must be received,
 - (b) election materials must be delivered,
 - (c) votes must be received, and
 - (d) votes must be counted.

The society must provide a copy of any Election Policies to all candidates, and to any member on request.

- 42. (1) The directors must appoint a nominations committee consisting of at least two members, of whom a majority are directors, provided that any member who is standing for election must not be appointed to the nominations committee.
- (2) The nominations committee must:
 - (a) determine and communicate to members in advance of each annual election the desired qualifications, experience and other attributes needed for directors of the society;
 - (b) before the close of nominations, identify and recruit candidates having the qualifications, experience and other attributes necessary to stand for election; and
 - (c) conduct such other matters as may be assigned by the directors.
- (3) The nominations committee will review all candidate nominations to ensure each complies with the *Societies Act*, these bylaws and the Election Policies of the society, and will report the outcome of the review to the directors. The Board as a whole will determine if any violations identified by the nominations committee are significant enough to merit the nominee's disqualification from the list of Board candidates. Any nominee disqualified by the directors must be informed of the reasons for that disqualification.

- (4) The nominations committee will manage the process for the election of directors and ensure that each election is conducted in accordance with the *Societies Act*, these bylaws and any applicable Election Policies of the society.
 - (5) The nominations committee may conduct additional due diligence with respect to candidates for election as directors, and may require candidates to provide additional information, provide consents to the release of information by governmental authorities and information bureaus to the society, and be interviewed by the nominations committee or its designated representative. All due diligence conducted by the nominations committee will be conducted in compliance with applicable laws, will respect the privacy of the candidates, and will be limited to information relevant to determining the qualification and suitability of each candidate to serve as a director of the society.
 - (6) The nominations committee will oversee the preparation of the election materials to be posted on the society's website. The nominations committee may include in the election materials information, statements or designations as to those candidates who have been recommended by the directors, including the rationale for any recommendations.
 - (7) The directors must announce the result of the election, including the number of votes received by each candidate, at the annual general meeting. The directors must not disclose to any person how any member voted.
43. The directors may appoint one additional director who shall hold office for a term expiring not later than the close of the next annual general meeting of the society.

Part 7 - Proceedings of directors

44. (1) The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (2) Quorum at a meeting of the directors is a majority of directors then in office, but no fewer than three.
 - (3) A director may at any time, and the Secretary, on the request of a director, must, call a meeting of the directors. Notice is sufficient if sent by email addressed to the director at the email address provided by the director for that purpose.
45. When a meeting of the directors 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.
46. A director may waive in writing notice of any meeting or meetings of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn
- (1) no notice of meetings of the directors need be sent to that director, and
 - (2) all meetings of the directors, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
47. (1) Questions arising at meetings of the directors and committees must be decided by a majority of votes.

- (2) A resolution proposed at a meeting of the directors or a committee must be seconded, and the chair of such a meeting may move or propose a resolution.
 - (3) In the case of an equality of votes, the chair of a meeting of the directors does not have a second or casting vote and the motion is defeated.
48. A resolution in writing, signed or consented to by email by a simple majority of the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of the directors.
49. (1) The directors may as they think fit delegate any, but not all, of their powers to committees, provided that at least one director must be a member of each committee.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

Part 8 - Officers

50. (1) The directors must elect from amongst themselves a Chair, Vice-Chair, Secretary and Treasurer, who are the officers of the society.
- (2) The officers have a normal term of office of one year.
- (3) The directors may also appoint or employ a senior manager known as the executive director, who may also be titled the chief executive officer or general manager, and determine the responsibility, authority, and remuneration of that person.
51. The Chair:
- (1) is the chief executive officer of the society,
 - (2) must supervise the other officers in the execution of their duties,
 - (3) must chair all meetings of the directors and all general meetings, and
 - (4) has the powers and duties generally pertaining to the office of Chair, subject to any restrictions imposed by the directors.
52. The Vice-Chair, in the Chair's absence, must perform the duties of the Chair.
53. The Secretary must make the necessary arrangements for:
- (1) issuing notices and keeping minutes of meetings of the society and the directors,
 - (2) custody of all records and documents of the society except those which must be kept by the Treasurer, and
 - (3) maintenance of the register of members.
54. In the absence of the Secretary from a meeting, the directors must appoint another director to act as Secretary.
55. The Treasurer must make the necessary arrangements for:

- (1) keeping the financial records, including books of account, necessary to comply with the *Societies Act*, and
 - (2) rendering financial statements to the directors, members, and others when required.
56. The offices of Secretary and Treasurer may be held by one person called the Secretary-Treasurer.

Part 9 - Seal and Execution of Documents

57. The society will not have a seal.
58. Contracts, documents or instruments in writing requiring execution on behalf of the society may be executed as follows:
- (1) by the Chair, together with one director; or
 - (2) in the event that the Chair is unable to provide a signature, by any two directors; or
 - (3) by such other signatories as may be authorized from time to time by resolution of the directors.

Part 10 - Borrowing

59. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
60. The members may by special resolution restrict the borrowing powers of its directors, but a restriction imposed expires at the next annual general meeting.

Part 11 - Auditor

61. The society is not required to have an auditor; however, the society will conduct an audit or review of its annual financial statements if:
- (a) the directors by resolution decide to conduct an audit or review engagement; or
 - (b) the members, by Ordinary Resolution, require the appointment of an auditor;
- In which case the society will appoint an external auditor with the qualifications described in section 42 of the *Societies Act* and will comply with the relevant provisions of the *Societies Act* and these bylaws.
62. If the directors resolve to conduct an audit the auditor shall be appointed by the directors.
63. If the members require the appointment of an auditor, the auditor will be appointed at an annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the *Societies Act* or until the society no longer wishes to appoint an auditor.
64. The directors will fill any vacancy in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.
65. An auditor may be removed by ordinary resolution in accordance with the procedures set out in the *Societies Act*.

66. The society will promptly inform an auditor in writing of that auditor's appointment, reappointment or removal.
67. The auditor of the society, if one is appointed, may attend any general meeting of the society.

Part 12 - Notices to Members

68. A notice may be given to a member either personally, by delivery, courier or mail posted to such person's registered address or, where the member has provided a fax number or email address, by fax or email.
69. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. Notice sent by email or fax will be deemed received when sent.
70. (1) Notice of a general meeting shall be given to:
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 11 applies.(2) No other person is entitled to receive a notice of a general meeting.
71. Notice of a general meeting shall be given at least 7 days and not more than 60 days before the meeting.

Part 13 - Indemnification and Insurance

72. Subject to the provisions of the *Societies Act*, an Eligible Party will be indemnified by the society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of holding or having held authority within the society:
 - (1) is or may be joined as a party to such legal proceeding or investigative action; or
 - (2) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.
73. To the extent permitted by the *Societies Act* all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the society prior to the final disposition thereof, in the discretion of the directors, and upon receipt of an undertaking satisfactory to the directors by or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification.
74. The society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:
 - (1) has already been reimbursed for such expenses;

- (2) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the society or any subsidiary of the society; or
 - (3) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.
75. The failure of an Eligible Party 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.
76. The society 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 - Inspection of Records

77. A member of the society is entitled, on providing at least 14 days' written notice to the society, to inspect the following records of the society at the address of the society during normal business hours:
- (1) the society's certificate of incorporation, and any other certificates or records furnished to the society by the Registrar;
 - (2) the Constitution and these bylaws;
 - (3) the statement of directors and registered office of the society;
 - (4) copies of orders made by any court, tribunal or government body in respect of the society;
 - (5) the register of directors;
 - (6) the register of members;
 - (7) written consents of the directors to serve as such, and their resignations
 - (8) the disclosure of a director or senior manager regarding a conflict of interest;
 - (9) minutes of general meetings of the society;
 - (10) resolutions of the members passed in writing; and
 - (11) the annual financial statements of the society, and any auditor's reports thereon
78. A member is not entitled to inspect any other records of the society except as required by law or permitted by resolution of the directors.

Part 15 - Bylaws

79. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
80. These bylaws must not be altered or added to except by special resolution.

Part 16 - Not for profit

81. The society shall be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its objects. In the event of winding up or dissolution of the society, funds and assets of the society remaining after the satisfaction of its debts and liabilities, shall be given to or distributed among such organizations concerned with promoting the same objects of the society as may be determined by the members of the society at the time of winding up or dissolution and if effect cannot be given to the aforesaid provision, then such funds shall be given to or distributed to such other charitable organizations recognized by Canada Customs and Revenue Agency as being qualified as such under the provisions of the *Income Tax Act*, Canada from time to time in effect, the objects of which organizations in the opinion of the directors most closely accord with those of the society. This article is unalterable.

The foregoing paragraph was previously unalterable and formed part of the society's Constitution and is reproduced as it read immediately before the coming into force of the Societies Act. This provision may be revised or removed from these bylaws, despite the fact that it was previously unalterable.