

FORM 1
SOCIETY ACT

1. The purposes of the Society are:
 - (a) to solicit, receive, control, administer and distribute funds and gifts;
 - (b) to enhance and support the delivery of a volunteer community based search and rescue service in British Columbia;
 - (c) to foster a beneficial working relationship between registered volunteer search and rescue service providers and the user agencies responsible for SAR in British Columbia;
 - (d) to function as the official liaison between registered search and rescue groups and volunteers and the user agencies, the Provincial Emergency Program and the Government of the Province of British Columbia;
 - (e) to undertake all duties and responsibilities previously held by the British Columbia SAR Advisory Committee;
 - (f) to provide public education, prevention programs and awareness of ground and inland water search and rescue and safe outdoor activity;
 - (g) to provide occupational health and safety support to registered volunteer Ground Search and Rescue Groups and volunteers;
 - (h) to own and dispose of property, both real and personal;
 - (i) to liaise and interact with SAR organizations in other provinces, countries, and at the federal/national levels;
 - (j) where appropriate, and where indicated by an operational needs analysis, to assist municipalities and organizations in the start-up and creation of new Ground Search and Rescue Groups

BRITISH COLUMBIA SEARCH AND RESCUE ASSOCIATION

BYLAWS

Here setforth in numbered clauses, the Bylaws providing for the matters referred to in s. 6(1) of the *Society Act* and any other bylaws.

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "directors" means those members of the society who hold office, both elected and appointed, who may make motions and may vote on motions at society meetings and includes members of the society's "executive" and "user agency representatives";
 - (b) "executive officers" means the President, Vice President, Secretary and Treasurer of the society;
 - (c) "user agency representatives" means the official representative of those agencies with delegated authority to task out land and inland water SAR resources and includes the representative of the Fire Chiefs Association of British Columbia;
 - (d) "society" and "association" may be used interchangeably in this document when referring to the British Columbia Search and Rescue Association;
 - (e) "**Society Act**" means the **Society Act** of the Province of British Columbia from time to time in force and all amendments to it;
 - (f) "registered address" of a member, means his address as recorded in the register of members;
 - (g) "SAR", "Search and Rescue" and "Search & Rescue" means ground and inland water search and rescue within the Province of British Columbia, Canada and specifically excludes air and marine search and rescue other than operations and activities conducted by Ground SAR Groups in support of air and marine search and rescue operations.
- (2) The definitions in the **Society Act** on the date these bylaws become effective apply to these bylaws.
- (3) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and corporation.
- (4) "By-election" means an election that takes place outside of the normal election rotation for directors and executive officers.

(5) “Initial response team and/or IRT” means a search team that has a close link to a nearby Search and Rescue Group and provides a presence and initial capability in low incident areas.

Part 2 - Membership

2. (1) There shall be three categories of membership: full, associate and corporate.
 - (a) the privilege of voting during society elections shall be accorded to all full members of the society;
 - (b) full and/or associate members of the society shall be eligible to run for election as a director or executive officer;
 - (c) neither associate nor corporate members of the society shall be accorded voting privileges except where specifically provided for in the bylaws;
 - (d) full membership in the society shall be accorded to all bona fide members of PEP registered SAR groups. The list of registered SAR Groups is found in **Appendix A**;
 - (e) full membership in the society shall be accorded to official representatives of user agencies who exercise their option to have a representative assigned to the association to represent the agency’s interests. Eligible agencies include the Provincial Emergency Program, Royal Canadian Mounted Police, Municipal Police (as designated by the Municipal Police Chiefs Association), British Columbia Ambulance Service, Fire Departments (as designated by the Fire Chiefs Association of British Columbia), British Columbia Coroner, Department of National Defense and Canadian Coast Guard (as represented by the Victoria Joint Rescue Coordination Centre), Parks Canada; Local Government Authorities (as designated by the Union of British Columbia Municipalities); and First Nations Emergency Services Society (FNESS);
 - (f) full membership in the society shall be accorded to any associate member who runs successfully for election to association office, either as a director or executive officer;
 - (g) full membership in the society shall be accorded to a representative of the Justice Institute of BC Emergency Management Division, PEP Academy;
 - (h) associate membership in the society shall be accorded to any individual who desires to join the association. Associate members shall not be accorded voting privileges unless they run successfully for election to

association office or as otherwise provided for in the bylaws;

- (i) corporate membership (non individual) in the society shall be accorded to any business or government department who applies to join the Association. Corporate membership will be contingent on the approval of a majority of serving directors, officers and user agency representatives. Corporate members shall not be accorded voting privileges in the Association except where provided for in the bylaws and are not eligible to hold association office.
- (2) Every member shall uphold the constitution and comply with these bylaws.
 - (3) A person shall cease to be a member of the society
 - (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on his death or in the case of a corporation on dissolution;
 - (c) on being expelled;
 - (d) on having been a member not in good standing for 12 consecutive months.

Part 3 – Revocation of Membership

- 3. (1) The directors (elected directors, executive officers and user agency representatives) shall have the authority to suspend or revoke membership in any category of membership based on a majority vote.
- (2) The person who is the subject of a suspension or expulsion shall be given an opportunity to be heard at a general meeting before the special resolution is put to a vote.
- (3) A registered SAR volunteer who ceases to have the support of their PEP registered SAR group shall be ineligible to hold full membership but will be eligible for associate membership unless revoked by the association directors.
- (4) All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

Part 4 - Dues

- 4. (1) There will be a membership fee to belong to the Association except where provided for in the bylaws.
- (2) The cost of membership and the duration between membership fee collections

will be set from time to time by the directors.

- (3) Elected directors, executive officers and user agency representatives will serve without fees for the duration of their term or terms.
- (4) PEP registered SAR groups will be able to block register their entire SAR group roster for full membership at a reduced group rate.
- (5) All associate members of the Association (unless elected as a director or executive officer) will pay an annual membership fee and will not be eligible for reduced group rates.
- (6) Corporate members will pay an annual membership fee and will not be eligible for reduced group rates.

Part 5 - Elections

- 5. (1) All full members of the Association shall have voting privileges and be eligible to vote for directors and executive officers as prescribed in the constitution.
- (2) Initial Response Teams shall have the same voting privileges as a SAR Group and all bona fide members of an IRT shall be full members of the society.
- (3) Elected directors and executive officers shall serve for a term that is from time to time established by the directors.
- (4) Regional director boundaries will be designated in a manner designed to give members of the society equal access to the Association and its business and may be amended from time to time by the directors.
 - (a) The number of directors for each region will be evaluated from time to time by the directors and may be amended as necessary. Each director will represent a specified list of SAR groups in the region.
 - (b) Current regions will be Central Region, Vancouver Island Region, North East Region, North West Region, South East Region and South West Region. All regions have two directors with the exception of Central Region and North West Region, which have one director.
 - (c) In regions that have two directors, only individual Association members on the roster of registered SAR groups represented by the director standing for election shall be eligible to vote for that director.
- (5) If an elected director or executive officer is unable to complete his/her term of office, a by-election will be held to fill the vacancy commencing on September 1 in the year the director or executive officer announces his/her intention to not serve out their term.

- (6) All terms of office end on April 30 in the year that the director or officer is scheduled to be re-elected. All election and by-election campaigns will be one month in length and will commence on February 1 and will end on February 28/29 in the year they are held. Voting will take place over seven (7) days and will commence on March 7 in the year the election is held.
- (a) Elections of directors of the society shall be staggered in order that the business of the society may continue in an effective manner. In regions with two directors, both directors shall not stand for election in the same year unless a simultaneous by-election has been called for the region.
 - (b) Election of executive officers will be staggered to allow for continuity in conducting the Association's business. The president and the secretary will stand for election together at the same time while the vice president and the treasurer will stand for election together at an alternate time.
- (7) There is no requirement for an individual candidate to seek nomination support from eligible members before placing their name in nomination.
- (a) All eligible candidates for election will be allowed to produce a single campaign document not to exceed one 8 ½ x 11 page. The candidate is responsible for preparing their campaign document.
 - (b) The Association will ensure that all candidate campaign documents are made available to all members eligible to vote for the candidate.
- (8) There is no maximum number of terms an elected or appointed director or officer can serve.
- (9) A candidate for director or executive officer who runs unopposed on February 1 in the year of the election will be elected by acclamation.
- (10) The Secretary of the society shall be responsible for announcing elections to all full members eligible to vote.
- (11) Successful candidates for director and executive officer, along with user agency representatives, shall have the authority to conduct the business of the Association.
- (12) Directors shall be elected by a single secret ballot cast by the president or delegate of each SAR Group within the region based on the wishes of the majority of full members of the BC SAR Association Society on the roster of the SAR group.
- (13) SAR groups may confirm the wishes of their full members in accordance with the bylaws of the group.
- (14) Executive Officers shall be elected at large by a single secret ballot cast at the

society annual general meeting by the elected directors on behalf of their regional SAR Groups and the full members on those groups.

Part 6 – Meetings of Members

6. (1) General meetings of the society shall be held at the time and place, in accordance with the **Society Act**, that the directors decide.
- (2) Every general meeting, other than the annual general meeting, is an extraordinary general meeting.
- (3) The directors may, when they think fit, convene an extraordinary general meeting.
- (4) (a) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
- (b) 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.
- (5) The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that 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.

Part 7 - Proceedings at General Meetings

7. (1) Special business is
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting, except,
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of the directors;

- (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- (2) (a) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (b) 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.
- (c) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- (3) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall 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.
- (4) The president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chair of a general meeting.
- (5) If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the president and all the other directors present are unwilling to act as chair, the members present shall choose one of their number to be chair.
- (6) (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in this bylaw, it is not necessary to give notice to an adjournment or of the business to be transacted at an adjourned general

meeting.

- (7) (a) All resolutions put forward at a meeting require a second in order to be put to a vote. The Chair of a meeting may not make resolutions.
- (b) All resolutions at a general meeting that is not an annual general meeting may only be moved by directors present at the meeting.
- (c) Any member in good standing of the society may propose a resolution respecting the society's constitution and/or bylaws at an annual general meeting. All resolutions respecting the constitution and/or bylaws must be submitted in writing and received by the society secretary no later than March 15 in the year that the annual general meeting is held. All such resolutions require the support from the floor of a seconder. All such resolutions may also be submitted to, and modified by, a resolutions committee. No resolutions respecting the constitution and/or bylaws shall be adopted unless they secure the support of at least 2/3 of those members present at an annual general meeting.
- (d) In case of an equality of votes, the chair shall have a casting vote.
- (8) (a) A full member, associate member and corporate member representative in good standing of the society that is present at an annual general meeting shall be entitled to one vote.
- (b) Voting is by show of hands.
- (c) Voting by proxy is not permitted.
- (9) A corporate member of the society may have an authorized representative present at any meeting of the society. Said representative is entitled to place items on the agenda for discussion at general meetings and is entitled to make resolutions at the annual general meeting.

Part 8 - Directors and Officers

- 8. (1) The directors may exercise all the powers and do all the acts and things that 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 society in general meeting, but subject, nevertheless, to
 - (a) all laws affecting the society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time

to time by the society in general meeting.

- (2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- (3) The elected directors, executive officers and user agency representatives shall be the voting members at any general meeting that is not an annual general meeting. voting members shall be the voting Directors of the Society.
- (4) The voting members may also elect non-voting Directors at Large from voting and/or non-voting members of the Society.
- (5) The voting members shall elect, by secret ballot, the Officers of the Society who shall consist of no less than a President, Vice President, Secretary, and Treasurer (or Secretary/Treasurer). Officers may be elected from either the voting or non-voting members of the Society.
- (6) The number of voting directors may be determined from time to time by the current directors at any general meeting.
- (7)
 - (a) The first order of business at an annual general meeting shall be the election of those Executive Officers whose term has expired.
 - (b) Separate elections shall be held for each office to be filled.
 - (c) An election may be by acclamation, otherwise it shall be by secret written ballot.
 - (d) If no successor is elected the person previously elected or appointed continues to hold office.
- (8)
 - (a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 - (b) A director at large so appointed holds office only until the conclusion of the next following annual general meeting of the society
- (9)
 - (a) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
 - (b) No act or proceeding of the directors is invalid only by reason of their being less than the prescribed number of directors in office.
- (10) The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

(11) No director shall be remunerated for being or acting as a director but a director, other than a user agency representative, shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the society. A user agency representative may be reimbursed for expenses incurred on behalf of the society if said reimbursement is deemed reasonable by the directors.

Part 9 - Proceedings of Directors

9. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum shall be a majority of the directors then in office.
- (3) The president shall be chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chair; but if neither is present the order of precedence for the society shall prevail. If no executive officer is present, the directors present may choose one of their numbers to be chair at that meeting.
- (4) A director may at any time, and the secretary on the request of a director, shall convene a meeting of the directors.
- (5) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (6) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall 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.
- (7) A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting the directors present who are members of the committee shall choose one of their number to be chair of the meeting.
- (8) The members of a committee may meet and adjourn as they think proper.
- (9) For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- (10) A director who may be absent temporarily from British Columbia or is otherwise

unable to attend a Directors meeting may;

- (a) send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - (i) no notice of meeting of directors shall be sent to that director; and
 - (ii) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
 - (b) where reasonably practical and cost effective at the advance discretion of the President, participate in the meeting by telephone conference or other electronic means that allows full oral participation.
- (11) (a) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (b) In case of equality of votes the chair has a casting vote.
- (12) All resolutions proposed at a meeting of directors or a committee of directors need to be seconded and the chair of a meeting may not move or propose a resolution.
- (13) A resolution in writing, confirmed by the secretary of the society and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 10 - Duties of Officers and Directors

10. (1) The principle roles of all officers and directors of BCSARA shall be to:
- (a) conduct the business of the Association;
 - (b) provide a liaison between the Association and its volunteers and user agencies;
 - (c) attend Association meetings;
 - (d) cast votes which are in the best interest of all Association partners, including volunteers, user agencies, search subjects and the public of British Columbia;
 - (e) meet with volunteer SAR groups in the province in order to provide a visible link between groups and the Association's officers and directors;
 - (f) conduct SAR reviews as appropriate.

- (2) No member may make a claim against a director acting in good faith.
- (3) The order of succession for the Association shall be president, vice president, treasurer, and secretary followed by a representative selected by the directors.
- (4) There will be one president of BCSARA. The president shall:
 - (a) preside over all meetings of the society and of the directors;
 - (b) be the chief executive officer of the society and shall supervise the other officers and Directors in the execution of their duties
 - (c) supervise regional and provincial Association elections;
 - (d) chair Association meetings at which he/she is present;
 - (e) approve the agenda for all meetings;
 - (f) speak officially for the Association;
 - (g) have signing authority for Association cheques;
 - (h) sign official correspondence and documents except those which are required to be signed by the treasurer;
 - (i) delegate responsibilities and duties to other officers and directors;
 - (j) serve for a term prescribed in the bylaws unless circumstances preclude completing a term and stand for election at the same time as the secretary of the society;
 - (k) have no vote except in a tie situation;
 - (l) stand for election provincially.
- (5) There will be one vice president of BCSARA. The vice president shall:
 - (a) carry out the duties of the president during his/her absence;
 - (b) supervise all appointed directors at large;
 - (c) supervise Association elections for the position of president;
 - (d) have voting privileges at Association meetings;
 - (e) serve for a term prescribed in the bylaws unless circumstances preclude

completing a term and stand for election at the same time as the treasurer of the society;

- (f) stand for election provincially.
- (6) There will be one BCSARA secretary. The secretary shall:
- (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) supervise custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) ensure that appropriate filings are made with the Corporate Registry of British Columbia and Industry Canada (or their successors) as may be necessary to maintain the corporate and charitable status of the Society with those agencies;
 - (f) have signing authority for Association cheques;
 - (g) assist in conducting regional and provincial Association elections;
 - (h) have voting privileges at Association meetings;
 - (i) serve for a term prescribed in the bylaws unless circumstances preclude completing a term and stand for election at the same time as the president of the society;
 - (j) maintain the register of members of the Association;
 - (k) sign general correspondence and reply to general questions from individuals except for official documents requiring the signature of the president and financial documents requiring the signature of the treasurer.
- (7) There will be one BCSARA Treasurer. The Treasurer shall:
- (a) conduct the financial responsibilities of the Association;
 - (b) keep the financial records, including books of account, necessary to comply with the **Society Act**;
 - (c) render financial statements to the directors, members and others when required;

- (d) pay all bills of the Association;
 - (e) reimburse officers, directors and user agency representatives for approved expenses;
 - (f) ensure that appropriate financial filings are made with response to the Association's status as a society and charitable organization;
 - (g) have signing authority for Association cheques;
 - (h) have voting privileges at Association meetings;
 - (i) serve for a term prescribed in the bylaws unless circumstances preclude completing a term and stand for election at the same time as the vice president of the society;
 - (j) stand for election provincially.
- (8) (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary/treasurer.
- (9) In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
- (10) There shall be as many directors as will be established from time to time by the Association. Directors shall:
- (a) liaise with those BCSARA SAR groups and volunteers in communities within their assigned regions;
 - (b) liaise with tasking agency representatives within their assigned regions;
 - (c) distribute correspondence to SAR groups within their regions;
 - (d) serve on Association sub-committees as assigned by the Association president;
 - (e) have voting privileges at Association meetings;
 - (f) serve for a term prescribed in the constitution unless circumstances preclude completing a term;
 - (g) stand for election regionally.
- (11) Any user agency that has the privilege of tasking out a volunteer SAR group plus the Fire Chiefs Association of BC shall be eligible to assign a representative to the Association. User Agency Directors shall:

- (a) be designated as a director in the Association for as long as they represent their agency;
 - (b) provide a direct liaison between the agency and the Association;
 - (c) liaise with their agency representatives in the regions;
 - (d) make representation to senior management of their agency regarding policy which benefits search and rescue;
 - (e) have voting privileges at Association meetings;
 - (f) serve at the pleasure of their agency.
- (12) There shall be one BCSARA director of training. The director of training shall:
- (a) represent the agency under contract to deliver SAR training to volunteers. Currently that agency is the Justice Institute of British Columbia;
 - (b) design the volunteer core training and supplemental training curriculum;
 - (c) evaluate and select contract trainers for SAR volunteers;
 - (d) seek input from the Association on training priorities;
 - (e) have voting privileges at Association meetings;
 - (f) serve at the pleasure of the management of the agency under contract to deliver volunteer training.
- (13) There shall be as many directors at large as will be established from time to time by the Association. Directors at large shall:
- (a) be nominated by the president after receiving input from the officers and directors of the Association;
 - (b) be nominated to lead specific Association projects or agendas;
 - (c) serve at the discretion of the Association;
 - (d) report to the Association vice president;
 - (e) serve for an indeterminate term of office;
 - (f) be eligible to hold director at large status more than once;

- (g) be selected based on qualifications;
 - (h) serve only while their project or agenda is active;
 - (i) be selected from within the Association or from without;
 - (j) have no voting privileges.
- (14) There shall be one past president. The past president shall:
- (a) provide sober second thought on all amendments to the BCSARA constitution and bylaws;
 - (b) serve until the next following past president is named;
 - (c) have no voting privileges;
 - (d) be entitled to be introduced and recognized at any Association meeting they attend;
 - (e) be added to the Roll of Emeritus once his/her term as past president ends.
- (15) There shall be a roll of emeritus for the society. There shall be as many members of the roll as are nominated by the Association. The Roll of Emeritus shall:
- (a) be an honorary position;
 - (b) consist of all former officers and directors in good standing of the Association and the former SAR Advisory as well as any individual or corporation deemed worthy of inclusion;
 - (c) have no voting privileges;
 - (d) be included in any written history of the Association;
 - (e) be entitled to be introduced and recognized at any Association meeting they attend.

Part 11 - Seal

11. (1) The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- (2) The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and

secretary/treasurer.

Part 12 - Financial

12. (1) With the consent of the majority of the directors and officers, individual directors and officers may enter into contracts, incur debt or obligation on behalf of the society, or to pledge the credit of the society.
- (2) The Society may, from time to time as required, appoint such bank, trust company or other financial institution or institutions to act as the society's banker.
- (3) The Society may maintain such bank account or accounts and such term deposits or other financial instruments with such signing officers as may from time to time be authorized by the Directors.
- (4) The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 13 - Auditor

13. (1) This Part applies only where the society is required or has resolved to have an auditor.
- (2) The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- (3) At each annual general meeting the society may appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- (4) An auditor may be removed by ordinary resolution.
- (5) An auditor shall be promptly informed in writing of appointment or removal.
- (6) No director and no employee of the society shall be auditor.
- (7) The auditor may attend general meetings.

Part 14 - Notices to Members

14. (1) A notice may be given to a member, either personally or by mail or e-mail to him at his registered address.
- (2) A notice sent by

- (a) mail shall be deemed to have been given on the seventh day following that on which the notice is posted, and in providing that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle;
 - (b) e-mail shall be deemed to have been given on the first day following that on which the notice is posted, and in providing that notice has been given it is sufficient to prove the notice was properly sent via electronic means and that no subsequent notice was received indicating that the e-mail could not be delivered.
- (3) A general meeting of the society shall take place 3 times per calendar year in the months of January, September and April or May. The society secretary will announce the date and location of all meetings to the membership.
- (a) The April or May meeting will coincide with the PEP awards reception honouring the provincial volunteers of the year.
 - (b) The April or May general meeting will also include the society annual general meeting.
 - (c) The auditor, if Part 13 applies, will be included at general meetings.
 - (d) No other person is entitled to receive a notice of general meeting.

Part 15 - Bylaws

15. (1) On being admitted to membership each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.
- (2) These bylaws shall not be altered or added to except by special resolution.

Part 16 - Effective Date

16. The revised Constitution and Bylaws of the Society are effective as of January 12, 2007.