

BC WHEELCHAIR BASKETBALL SOCIETY

CONSTITUTION

1. The name of the Society is "**BC Wheelchair Basketball Society**"

2. The purposes of the Society are:
 - (a) to promote the participation and integration of persons with physical disabilities into Society through the organizing of wheelchair basketball events;
 - (b) to organize integrated events for all persons, in the promotion of wheelchair basketball as a sport;
 - (c) To provide education and awareness to the community of the benefits of participation in wheelchair sports;
 - (d) To seek support from and work cooperatively with organizations and/or individuals having aims or objectives that are consistent with those of the Society.
 - (e) To raise, use, invest, and reinvest funds to support these purposes.

BYLAWS

1. GENERAL

- 1.1. In these bylaws, unless the content otherwise requires:
 - (a) “Board” means the Board of Directors of the Society;
 - (b) “Member” means an individual or entity meeting the definition of a Member and admitted for the time being as a Member of the Society under these Bylaws;
 - (c) "Director" means an individual elected or appointed to serve for the time being on the Board under to these Bylaws;
 - (d) "Societies Act" means the *Societies Act* of British Columbia from time to time in force and all amendments to it; and
 - (e) "registered address" of a Member means the Member’s address as recorded in the register of Members.
- 1.2. The definitions in the Societies Act apply to these bylaws.
- 1.3. Words importing the singular include the plural and visa versa; and words importing a male person include a female person and a corporation.
- 1.4. The operations of the Society are to be chiefly carried on in the province of British Columbia. This provision was previously unalterable.
- 1.5. The Society shall operate without the object of gain for its Members or Directors, and any profit or other accretions to the Society shall be used in promoting its purposes. This provision was previously unalterable.
- 1.6. The Society shall operate exclusively as a registered charity under the *Income Tax Act* (Canada). Upon revocation of its registration as a charity under the *Income Tax Act* (Canada) or upon the winding-up, liquidation, dissolution or bankruptcy of the Society, any assets remaining after the Society's debts and liabilities have been satisfied shall be given to a registered charitable organization chosen by Members and having, where possible, similar purposes. This provision was previously unalterable.
- 1.7. The Society shall abide by and follow the By-laws and policies of the Wheelchair Basketball Canada.

2. MEMBERSHIP

2.1 The Society has the following categories of Member:

(a) Athlete	<p>Any individual nineteen years and older who is interested in participating in wheelchair basketball. A person shall become an Athlete Member for a period of one year upon payment of the prescribed annual Membership dues for that year.</p> <p>Shall be entitled to run for office as a Director and shall have one vote at any meeting of the Members.</p>
(b) Parent/Guardian	<p>One parent or legal guardian of any individual under 19 who registers to take part in any program run by the Society, including the Let's Play chair loan program. A person shall become a Parent/Guardian Member for a period of one year upon being named on the relevant registration form and payment of the prescribed registration fees for that year.</p> <p>Shall be entitled to run for office as a Director and shall have one vote at any meeting of the Members.</p>
(c) Coach	<p>Any individual nineteen years and older interested in coaching wheelchair basketball. A person shall become a Coach Member for a period of one year upon payment of the annual Membership dues for that year and acceptance by the Membership committee.</p> <p>Shall be entitled to run for office as a Director and shall have one vote at any meeting of the Members.</p>
(d) Supporter	<p>Any person nineteen years and older who is interested in the broad field of sports and recreation and wheelchair basketball. A person shall become a Supporter Member for a period of one year upon payment of the prescribed annual Membership dues for that year.</p> <p>Shall be entitled to run for office as a Director and shall have one vote at any meeting of the Members.</p>
(e) Official/Classifier	<p>Any official nineteen years and older interested in officiating wheelchair basketball. A person shall become an Official/Classifier Member for a period of one year upon payment of the annual Membership dues for that year and acceptance by the Membership committee.</p> <p>Shall be entitled to run for office as a Director and shall have one vote at any meeting of the Members.</p>
(f) Life_Member	<p>Any person who has rendered outstanding service to the Society or achieved excellence may be considered for Life Membership.</p> <p>Life Membership shall be granted by the membership committee and a person shall become a Life Member for life upon accepting the grant of such Membership. Life Members shall not be required to make payment of dues.</p> <p>Shall be entitled to run for office as a Director and shall have one vote at any meeting of the Members.</p>

(g) Club Affiliate	<p>Any club or organization in the province of BC interested in providing program opportunities in the sport of wheelchair basketball. A club or organization shall become a Club Affiliate Member for one year upon payment of the prescribed annual Membership dues for that year.</p> <p>Any individual member of a Club Affiliate shall be entitled to run for office as a Director of the Society. Club Affiliate Members must designate an individual to act as a representative at general meetings of the Society from time to time. A Club Affiliate Member shall have one vote at any meeting of the Members of the Society, to be exercised through the designated Club Affiliate representative.</p>
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- 2.2 Every Member shall uphold the constitution and comply with these bylaws, the Society's policies and procedures and, in the case of Athlete Members, the Athlete Code of Conduct, as published by the Society from time to time.
- 2.3 The amount of the annual Membership dues, if any, shall be determined by the Directors. In exceptional circumstances the Board may choose to waive or reduce dues for a Member.

Termination of Membership

- 2.4 A person shall cease to be a Member:
- (a) unless the Member is a Life Member, on the expiration of the Member's annual Membership, unless renewed in accordance with these Bylaws;
 - (b) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - (c) on his or her death or, in the case of a corporation, on dissolution; or
 - (d) on being expelled.
- 2.5 A Member may not resign from the Society when the Member is subject to a disciplinary investigation or action of the Society.

Expulsion and suspension

- 2.6 A Member may be expelled by:
- (a) a special resolution of the Members passed at a general meeting; or
 - (b) a resolution of the Board.
- 2.7 Notice of any resolution for the expulsion of a Member shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

- 2.8 A Member may be suspended by the membership committee if the Member:
- a) owes a debt to the Society;
 - b) has not complied with the Constitution, Bylaws, policies, rules or regulations of the Society; or
 - c) is subject to a disciplinary investigation or action of the Society.
- 2.9 A suspended Member may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Society, and may be subject to a probationary period before the suspension is lifted by the membership committee.
- 2.10 Before a Member is suspended or expelled, to Society must:
- a) send to the Member written notice of the proposed suspension or expulsion, including reasons; and
 - b) give the Member a reasonable opportunity to make representations to the Society respecting the proposed suspension or expulsion before the resolution is put to a vote.

3. MEETINGS OF MEMBERS

- 3.1 The Society shall hold general meetings at the time and place, in accordance with the Societies Act, that the Directors decide.
- 3.2 An annual general meeting shall be held within 6 months of the Society's fiscal year end.
- 3.3 A general meeting may be called at any time by the Directors or upon the written requisition of 10% or more of the voting Members in accordance with the Societies Act.

Notice

- 3.4 Notices of meetings shall be given to every Member who has not been suspended, as shown on the register of Members on the day notice is given, to Directors and to the Society's auditor (if any) at least 14 days prior to the meeting date.
- 3.5 A notice may be given to a Member, either personally, by sending it to an email address provided by that Member, or by mail at the Member's registered address. Members have the duty to inform the Society of any changes to their contact information.
- 3.6 If the Society has more than 250 Members, notice of a general meeting is deemed to have been given if:
- (a) notice of the date, time and location of the meeting has been sent to every Member of the Society who has provided an email address to the Society, by email to that email address; and

- (b) notice of the date, time and location of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all the Members of the Society.
- 3.7 A notice sent by mail shall be deemed to have been given on the second day following that 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.
- 3.8 Notice of a general meeting shall specify the place, day and hour of the meeting, and the text of any special resolution to be submitted to the meeting.
- 3.9 The Society must include in the notice of a general meeting any matter proposed by 5% of the voting Members in accordance with the Societies Act, unless substantially the same matter was considered at a general meeting held in either of the two previous calendar years before the calendar year in which the annual general meeting is to be held.
- 3.10 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 the meeting.
- 3.11 Any person who is entitled to notice of a meeting of the Members may waive notice and attendance at the meeting is a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

4. PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

- (a) all business at a general meeting except the adoption of rules of order; and
- (c) all business transacted at an annual general meeting, except:
 - (i) the adoption of the rules of order;
 - (ii) the consideration of financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of 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 notice convening the meeting.

Participation by telephone

- 4.2 Members may participate in general meetings by telephone or other communications medium as specified by the Society in the notice of the meeting. A voting Member who participates by telephone or other communications medium shall count in the quorum and shall have the same voting rights as he would have if participating in person.

Quorum

- 4.3 A quorum is three voting Members or 10% of the voting Members, whichever is greater.
- 4.4 No business, other than the election of the chair and the adjournment or termination of the meeting, shall be conducted at the general meeting at a time when a quorum is not present.
- 4.5 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.
- 4.6 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.

Chair

- 4.7 Subject to bylaw 4.5, the President, the Vice-President or in the absence of both, one of the other Directors present, shall preside as chair of the meeting.
- 4.8 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 other Directors present are unwilling to act as chair, the Members present shall choose one of their number to chair.

Adjournment

- 4.9 The chair of a general meeting may, or if so directed by the voting Members at the meeting must, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.10 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.
- 4.11 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

Voting

- 4.12 No resolution proposed at a meeting can proceed without a seconder and the chair of a meeting may move or propose a resolution.
- 4.13 In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member and the proposed resolution shall not pass.

- 4.14 Voting is by a show of hands, unless a ballot is requested by a Member.
- 4.15 Voting by signed proxy is permitted. Any proxy form must be submitted to the registered office of the Society at least five business days prior to the meeting.
- 4.16 A voting Member may vote with a maximum of ten (10) proxies in addition to his own vote.
- 4.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

5. DIRECTORS AND OFFICERS

Powers of the Board

- 5.1 Except as otherwise provided in the Societies Act, the Constitution, or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties and functions.
- 5.2 The Board may make policies and procedures for managing the affairs of the Society in accordance with the Act, the Constitution, and these Bylaws.
- 5.3 The Board may make policies and procedures relating to discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.
- 5.4 The Board may make policies and procedures relating to the management of disputes within the Society and all disputes shall be dealt with in accordance with such policies and procedures.
- 5.5 The Board may employ or engage under contract such individuals as it deems necessary to carry out the work of the Society.
- 5.6 The Board may exercise all of 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 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, which are made from time to time by the Society in general meeting.
- 5.7 No rule, made by the Society in general meeting, invalidates a prior act of the Board that would have been made valid if that rule had not been made.

Election or appointment of Directors

- 5.8 Only a Member of the Society or a member of a Club Affiliate may be elected or appointed as a Director.
- 5.9 The Society must have no fewer than 5 and no more than 8 Directors.
- 5.10 At the conclusion of each annual general meeting, the number nearest to half of the Directors shall retire, and the voting Members shall elect replacement Directors. The Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 5.11 An election may be by acclamation.
- 5.12 Where there are more nominations than available positions, the nominees with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If there continues to be a tie the winner will be declared by resolution of the Board.
- 5.13 If no successor is elected the person previously elected or appointed continues to hold office, if willing to do so.
- 5.14 A nomination of an individual for election as a Director must:
- a) include the consent of the nominee in writing or by email;
 - b) be in the form required by the Society; and
 - c) be submitted to the registered office of the Society at least seven days prior to the annual general meeting, unless such deadline is waived by a resolution of the Board.
- 5.15 Nominations will not be accepted from the floor at the Annual General Meeting.
- 5.16 The Directors may at any time appoint a person as a Director to fill a vacancy in the Directors. A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- 5.17 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.18 Any Director may be re-elected.

Removal of Directors

- 5.19 A Director may be removed from office by resolution of the Board as a result of action inappropriate and/or in conflict with the aims and objectives of the Society.
- 5.20 A Director may be removed from office by special resolution at a general meeting.

- 5.21 A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board.
- 5.22 The office of any Director will be vacated automatically if the Director ceases to be:
- d) qualified to be a director of a society under the Societies Act; or
 - e) a Member of the Society or a member of a Club Affiliate.

Remuneration of Directors

- 5.23 No Director shall be remunerated for acting as a Director but each Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
- 5.24 A Director may not be an employee of the Society.
- 5.25 A Director may provide goods or services to the Society under contract provided that a majority of the Directors do not receive remuneration from the Society under such contracts.

Conflicts of interest

- 5.26 A Director, Officer, or Member of a committee who has a direct or indirect material interest, or who may be perceived as having such an interest, in a contract or transaction or a proposed contract or transaction with the Society shall:
- a) disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be;
 - b) leave the meeting when the contract or transaction is being discussed unless expressly invited to remain in order to provide information;
 - c) not be counted in the quorum for that part of the meeting;
 - d) withdraw during the vote and have no vote on the matter; and
 - e) otherwise comply with the requirements of the Act regarding conflict of interest.

Indemnity

- 5.27 Subject to the Societies Act, the Society may indemnify, or pay the expenses of, a Director or senior manager in connection with a legal proceeding or investigative action provided that the Director or senior manager acted honestly and in good faith with a view to the best interests of the society and had reasonable grounds for believing that his conduct was lawful.

Indemnity insurance

- 5.28 The Directors shall have power to resolve to effect indemnity insurance notwithstanding their interest in such a policy.

Duty of care of Directors

- 5.29 Every Director must, when exercising the powers and performing the functions of a Director,
- a) Act honestly and in good faith with a view to the best interests of the Society;
 - b) Exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
 - c) Act in accordance with the Societies Act and relevant regulations; and
 - d) Subject to paragraphs (a) to (c), act in accordance with these Bylaws.

6. PROCEEDINGS OF DIRECTORS

- 6.1 The Directors may meet together at the place they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit and shall meet as often as reasonable to carry out the objectives of the Society.
- 6.2 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.
- 6.3 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 Directors may choose one of their number to chair the meeting.
- 6.4 A Directors' meeting may be called by the President or by any two other Directors.
- 6.5 A Directors' meeting may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.
- 6.6 Meetings of the Board will be closed to Members and the public except by invitation of the Board.

Notices of Directors' meetings

- 6.7 Written notice, served by email, of meetings of the Board will be given to all Directors at least seven days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 6.8 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, email, or facsimile, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) no notice of meeting of Directors shall be sent to that Director; and
 - (b) 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.
- 6.9 Written notice, served by email, of meetings of the Board will be given to all Directors at least seven days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 6.10 For the first meeting of Directors held immediately following the appointment or election of a director or directors at a 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.

Resolutions of the Directors

- 6.11 Questions arising at a meeting of the Directors and committee of the Directors shall be decided by a majority of votes.
- 6.12 In case of an equality of votes the chair does not have a second or casting vote.
- 6.13 No resolution proposed at a meeting of the Directors or committee of Directors can proceed without a seconder and the chair of a meeting may move or propose a resolution.
- 6.14 A resolution in writing or in electronic form, agreed by the majority of the Directors or members of any committee for the time being who are duly entitled to receive notice of the meeting of the Directors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such committee respectively duly convened and constituted. Any such resolution may consist of several documents or electronic messages in the like form agreed each time by one or more Directors or by one or more members of any such Committee.

Committees

- 6.15 The Directors may delegate any, but not all, of their powers to committees consisting of one or more Directors as they think fit.
- 6.16 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.
- 6.17 A committee shall elect a chair of its meetings; but if no chair is elected, or if a meeting the chair is not present within 30 minutes after the appointed time for holding the meeting, the Directors present who are members of the committee shall choose one of their number to chair the meeting.
- 6.18 The members of a committee may meet and adjourn as they think proper.

7. OFFICERS

- 7.1 The Board shall appoint the officers from among the Directors at the first meeting of the Board following the Annual General Meeting.
- 7.2 Officers shall serve terms of two years.
- 7.3 An officer may resign his or her post at any time by presenting his or her notice of resignation to the Board.

President

- 7.4 The president shall preside at all meetings of the Society and of the Directors.
- 7.5 The president is the chief executive officer of the Society and shall supervise the officers in the execution of their duties.

Vice president

- 7.6 The vice president shall carry out the duties of the president during his absence.

Secretary

- 7.7 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 its Directors;
 - (d) file the annual reports of the Society and any other documents filed with the registrar under the Societies Act;

- (e) maintain all records and documents of the Society except those required to be kept by the treasurer;
- (f) maintain the common seal of the Society; and
- (g) maintain the register of Members

7.8 In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary of the meeting.

Treasurer

7.9 The treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the Societies Act;
- (b) make the Society's filings respecting taxes; and
- (c) render financial statements to the Directors, Members and others when required.

7.10 The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

8. SEAL AND SIGNING AUTHORITY

8.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

8.2 The custody and use of the seal shall be determined by the Directors.

8.3 All documents requiring the official signature of the Society shall be signed in the name of the Society by one or more individuals authorized by the Board to sign such documents, or at least two of the following:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Executive Director

9. BORROWING

9.1 In order to carry out the purposes of the Society the Directors may, on behalf and in the name of the Society, borrow money, raise funds or secure payment or repayment in the manner they decide, and in particular but without limiting the foregoing, by issue of debentures.

9.2 No debenture shall be issued without the sanction of special resolution. This resolution shall expire at the next annual general meeting.

10. AUDITOR

- 10.1 If the Directors so decide, an audit of the Society's books may be conducted by a qualified auditor appointed at an annual general meeting.
- 10.2 An auditor may be appointed or removed by ordinary resolution.
- 10.3 No Director and no employee of the Society shall be the Society's auditor.
- 10.4 The auditor shall receive notice of, and may attend, all general meetings.

11. BOOKS AND RECORDS

- 11.1 The Society will keep the following records in accordance with the requirements of the Societies Act:
 - (a) the Society's certificate of incorporation;
 - (b) each certified copy, furnished to the Society by the registrar, of the following records:
 - i. the constitution of the Society;
 - ii. the bylaws of the Society;
 - iii. the statement of Directors and registered office of the Society;
 - (c) each confirmation, other certificate or certified copy of a record furnished to the Society by the registrar, other than in response to a request;
 - (d) a copy of each order made in respect of the Society by
 - i. any court or tribunal, in Canada or elsewhere, or
 - ii. a federal, provincial or municipal government body, agency or official, including the registrar;
 - (e) a register of Directors, including contact information provided by each Director;
 - (f) each written consent to act as Director and each written resignation of a Director;
 - (g) a copy of each record evidencing a disclosure of a Director's or senior manager's conflict of interest under the Societies Act;
 - (h) a register of Members, organized by different classes of Member if different classes exist, including contact information provided by each Member;
 - (i) the minutes of each meeting of Members, including the text of each resolution passed at the meeting;
 - (j) a copy of each resolution of the Members;
 - (k) the financial statements of the Society required under section 35 of the Act and the auditor's report, if any, on those financial statements;

- (l) the minutes of each meeting of the Directors including:
 - i. a list of all of the Directors at the meeting; and
 - ii. the text of each resolution passed at the meeting;
 - (m) a copy of each consent resolution of Directors and a copy of each of the consents to that resolution;
 - (n) adequate accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.
- 11.2 Directors are permitted to access all of the records listed in bylaw 11.1.
- 11.3 Members of the Society are permitted to access:
- (a) the records described in 11.1(a) to 11.1(k), though the Directors may restrict access to a record described in 11.1(h) if the Directors are of the opinion that the access would be harmful to the Society or to the interests of one or more Members; and
 - (b) the portion of the records described in bylaw 11.1(l) or 11.1(m) that evidences a disclosure by a Director or senior manager of an interest in a contract or transaction or a matter that is the subject of consideration by the Directors.
- 11.4 The public may request access to the records listed in 11.1(k) by submitting a request to the Society and paying a fee of \$10. The records will be delivered by email to the individual making the request within 14 days of receipt of the fee. The public does not have access to any other records listed in 11.1.

12. ALTERATIONS TO CONSTITUTION AND BYLAWS

- 12.1 The Constitution and these Bylaws shall not be altered or added to except by special resolution.
- 12.2 The amended Constitution and Bylaws shall take effect on the later of:
- (a) the date on which the change is filed with the registrar, and
 - (b) the date specified in the resolution.