

SOCIETY ACT

CONSTITUTION

- 1. The name of the society is BURNABY GIRLS SOCCER CLUB ✓
- 2. The purpose of the society is to provide a place for every girl to play soccer. Every girl shall be given the opportunity to play in all league games and practices, regardless of ability. The Club will structure a system whereby a girl has the opportunity to participate in an appropriate level of competition. No girl will be denied the opportunity to play because of lack of ability. ✓

*add 3,4,5
July 18/94.*

BYLAWS

The bylaws of the society are those set out in Schedule B to the Society Act. ✓

Dated June 1, 1992. ✓

Witness

~~_____~~
~~_____~~

LEAYNE DAVIS

303 - 1045 QUAYSIDE DR
NEW WESTMINSTER BC

Applicants for Incorporation

~~_____~~ Susan Ray 3549 Haida St. ✓

~~_____~~ Colin Wood 6211 Neville St.

~~_____~~ Marty Allen 8174 Westlake St.

~~_____~~ Peter Andrecheck 4798 Fernglar

~~_____~~ Lance Pate 7896 Morlet St.

FILED AND REGISTERED
JUN 10 1992
1232 - 54724
REGISTRAR OF COMPANIES



Province of British Columbia

Form 10 (Section 66 and 67)

Certificate of Incorporation No. S-29174

SOCIETY ACT

COPY OF RESOLUTION

The following is a copy of

- X a special resolution* passed
an ordinary resolution
a directors' resolution

in accordance with the by-laws of the Society on the 20th day of APRIL, 19 94

RESOLVED :That the following Articles #3, #4 and #5 be added to the Constitution.

#3. The Club shall be carried on without purpose of gain for its members, and any profits or other accretions to the Club shall be used in promoting its stated purpose.

#4. In the event of winding up or dissolution of the Club, any funds and assets of the Club remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same purpose of this Club, as may be determined by the members of the Club at the time of winding up or dissolution.

#5 Articles 3, 4, and 5 of the Constitution are unalterable.

Dated the 5th day of JULY, 19 94

BURNABY GIRLS SOCCER CLUB

(Name of Society)

by [Signature]

(Signature)

TREASURER

FILED AND REGISTERED

128982279

(Relationship to Society)

18 JUL 1994

REGISTRAR OF COMPANIES

* Strike out words which do not apply.

[Note— (a) No special resolution has effect until accepted by the Registrar of Companies.

(b) Send, in duplicate, to the Registrar of Companies, 2nd Floor - 940 Blanshard Street, Victoria, B.C., V8W 3E6, together with applicable fee.]

change in const by form July 18/94



Form 10
(Section 66 and 67)

Certificate of
Incorporation No. S-29174

SOCIETY ACT

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

COPY OF RESOLUTION

JUN 06 2013

The following is a copy of

- a special resolution * passed
- an ordinary resolution
- a directors' resolution

Carol Prest
 17 CAROL PREST
 REGISTRAR OF COMPANIES
 PROVINCE OF BRITISH COLUMBIA

in accordance with the by-laws of the Society on the 2nd day of May, 2013 :
(Day) (Month) (Year)

Adoption of New Bylaws

UPON MOTION DULY MADE, IT WAS RESOLVED by a special resolution that the existing Bylaws of the Society be deleted and that the form of Bylaws attached hereto as Schedule A be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society."

Dated this 2nd day of May, 2013 .
(Day) (Month) (Year)

BURNABY GIRLS SOCCER CLUB

(Name of Society)

by

[Handwritten Signature]

 (Signature)

President

(Relationship to Society)

* Strike out words which do not apply.

- [Note- (a) No special resolution has effect until accepted by the Registrar of Companies.
 (b) Send, in duplicate, to the Registrar of Companies. Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3. Location Address: 2nd Floor – 940 Blanshard Street, Victoria BC together with applicable fee. Telephone number: 250 356-8673.]

SCHEDULE A

**BYLAWS
of
BURNABY GIRLS SOCCER CLUB**

TABLE OF CONTENTS

1.	INTERPRETATION	1
1.1	Definitions	1
1.2	<i>Society Act</i> Definitions.....	2
2.	MEMBERSHIP	2
2.1	Members.....	2
2.2	Honourary Members.....	2
2.3	Standing of Members	3
2.4	Expulsion of Member.....	3
2.5	Dues	3
2.6	Registration Fees	3
3.	MEETINGS OF MEMBERS	3
3.1	Time and Place of General Meetings	3
3.2	Extraordinary General Meeting	3
3.3	Calling of Extraordinary General Meeting	3
3.4	Notice of General Meeting.....	3
3.5	Contents of Notice	3
3.6	Omission of Notice	3
3.7	Annual General Meetings.....	3
4.	PROCEEDINGS AT GENERAL MEETINGS	4
4.1	Special Business	4
4.2	Requirement of Quorum.....	4
4.3	Cessation of Quorum.....	4
4.4	Quorum.....	4
4.5	Lack of Quorum	4
4.6	Chair	4
4.7	Adjournment	5
4.8	Notice of Adjournment.....	5
4.9	Entitlement to Vote	5
4.10	Casting Vote	5
4.11	Decisions by Show of Hands, Voice Vote or Secret Ballot	5
4.12	Voting by Proxy	5
4.13	Copy of Special Resolution to be filed with the Registrar	5
5.	DIRECTORS	5
5.1	Powers of Directors	5
5.2	Validity of Acts of Directors.....	6
5.3	Management of Property and Affairs.....	6

5.4	Number of Directors	6
5.5	Election of Directors	6
5.6	Term of Office.....	6
5.7	Consecutive Terms.....	6
5.8	Election by Secret Ballot.....	6
5.9	Voiding of Ballot.....	7
5.10	Additional Directors	7
5.11	Director Need Not be a Member	7
5.12	Directors Subscribe and Support Purposes	7
5.13	Removal of Directors	7
5.14	Replacement of Directors.....	7
5.15	Cessation of Directors	7
5.16	Remuneration for Contractors	8
5.17	Remuneration of Directors	8
5.18	Directors May Hold Office or Place of Profit.....	8
5.19	Powers of the Board	8
5.20	Board Enabled to Receive Donations	8
6.	PROCEEDINGS OF THE BOARD	8
6.1	Procedure of Meetings	8
6.2	Quorum.....	8
6.3	Chair of Meetings	9
6.4	Calling of Meetings	9
6.5	Simple Majority Sufficient	9
6.6	Casting Vote	9
6.7	Procedure for Voting.....	9
6.8	Resolution in Writing.....	9
7.	OFFICERS	9
7.1	Election of Officers	9
7.2	President.....	9
7.3	Duties of Selected Officers.....	10
7.4	Authorized Signatures	11
7.5	Removal of Officers	11
7.6	Replacement	11
8.	INDEMNIFICATION	11
8.1	Indemnification of Directors and Officers	11
9.	BYLAWS	11
9.1	Entitlement of Members to copy of Constitution and Bylaws	11
9.2	Special Resolution required to Alter or Add to Bylaws.....	11

SCHEDULE A

BYLAWS

BURNABY GIRLS SOCCER CLUB

1. INTERPRETATION

1.1 Definitions

In these bylaws and the constitution of the Society, unless the context otherwise requires:

- (a) **“address of the Society”** means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- (b) **“BC Soccer”** means the British Columbia Soccer Association;
- (c) **“BGSC”** means Burnaby Girls Soccer Club;
- (d) **“Board”** means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (e) **“Board resolution”** means a resolution passed at a meeting of the Board by a majority of the votes cast by those directors who are present and entitled to vote at such meeting;
- (f) **“bylaws”** means the bylaws of the Society as filed in the Office of the Registrar;
- (g) **“Chair”** means a person elected to the office of Chair in accordance with these bylaws but such office holder may, with the approval of a Board resolution, use the title President in substitution for, or in addition to, the title **“Chair”**;
- (h) **“Club”** means Burnaby Girls Soccer Club;
- (i) **“Club Teams”** mean any girls soccer team competing at the mini-age levels as determined by BC Soccer Rules and Regulations;
- (j) **“constitution”** means the constitution of the Society as filed in the Office of the Registrar;
- (k) **“directors”** means those persons who have become either appointed, elected or replacement directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;
- (l) **“District”** means the District that BGSC has elected to play in and accepted by BC Soccer;
- (m) **“District Affiliated Team”** means any district girls soccer team as determined by BC Soccer Rules and Regulations;
- (n) **“members”** has the meaning as show in Section 2.1;

- (o) “**ordinary resolution**” means a resolution passed at a duly constituted general meeting of the Society by a simple majority of the votes cast by those members who are present and entitled to vote at such meeting;
- (p) “**registered address**” of a member or director means the address of that person as recorded in the register of members or the register of directors;
- (q) “**Registered Player**” means a girl whose application has been validated by BGSC;
- (r) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
- (s) “**Society**” means Burnaby Girls Soccer Club;
- (t) “**Society Act**” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
- (u) “**special resolution**” a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of the Society who, being entitled to do so, vote in person or, if proxies are allowed, by proxy,
 - (1) of which the notice that the bylaws provide, and not being less than 14 days notice, specifying the intention to propose the resolution as a special resolution has been given.

1.2 **Society Act Definitions**

Except where they conflict with the definitions contained in these bylaws, the definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws and the constitution.

2. **MEMBERSHIP**

2.1 **Members**

The members of the Society are persons that meet the following criteria:

- (a) registered team official as appointed by the Club;
- (b) parent/guardian of a player whose membership is in good standing;
- (c) current director;

anyone wishing to be a member who does not meet the above may apply to the Board in writing (30) days prior to the general meeting for membership. Every member will uphold the constitution and comply with these bylaws.

2.2 **Honourary Members**

Honourary members may be appointed by resolution of the directors, on the basis of outstanding contribution to youth soccer within the Club. Honourary members will not be entitled to exercise any vote at a meeting of the members or directors.

2.3 Standing of Members

All members are deemed to be in good standing except a member who is indebted to the Club or has failed to pay any annual registration fees or is under suspension from the Club, the District or BC Soccer and is not eligible to vote or participate at the Society's general meeting.

2.4 Expulsion of Member

A member may be expelled by a board resolution. The member who is subject to the proposed resolution for expulsion will be given an opportunity to be heard before the board resolution is put to a vote.

2.5 Dues

There are no annual membership dues;

2.6 Registration Fees

The amount of registration fees will be determined prior to March 30 of each calendar year.

3. MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

The general meetings of the Society will be held at such time and place, in accordance with the *Society Act*, that the directors may decide.

3.2 Extraordinary General Meeting

Every general meeting other than an annual general meeting is an extraordinary general meeting.

3.3 Calling of Extraordinary General Meeting

The Board may, whenever it thinks fit, convene an extraordinary general meeting.

3.4 Notice of General Meeting

The Society will give not less than 14 days written notice of a general meeting to its members entitled to receive notice.

3.5 Contents of Notice

Notice of a general meeting will specify the place, the day and the hour of the meeting.

3.6 Omission of Notice

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

3.7 Annual General Meetings

An annual general meeting will 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.

4. PROCEEDINGS AT GENERAL MEETINGS

4.1 Special Business

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting, except:
 - (1) the adoption of rules of order;
 - (2) consideration of the financial statements;
 - (3) consideration of the report of the directors;
 - (4) the election of directors;
 - (5) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.

4.2 Requirement of Quorum

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

4.3 Cessation of Quorum

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

4.4 Quorum

A quorum at a general meeting is five persons, two of whom must be directors;

4.5 Lack of Quorum

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, will be terminated; and will stand adjourned and rescheduled within 14 days and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present will constitute a quorum.

4.6 Chair

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

4.7 Adjournment

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

4.8 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.9 Entitlement to Vote

A member in good standing is entitled to one vote. See Section 2.3 to see who is not entitled to vote.

No member will vote on any matter directly affecting them or any team in which they hold office.

4.10 Casting Vote

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

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

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

4.12 Voting by Proxy

Voting by proxy is not permitted.

4.13 Copy of Special Resolution to be filed with the Registrar

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

5. DIRECTORS

5.1 Powers of Directors

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

- (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.

5.2 Validity of Acts of Directors

No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.

5.3 Management of Property and Affairs

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

5.4 Number of Directors

The number of directors will be such number, not being less than eight, as may be determined from time to time by ordinary resolution.

5.5 Election of Directors

Elected directors will be elected by the members at a general meeting and will take office commencing at the close of such meeting.

5.6 Term of Office

Elections for elected directors will normally be held at the annual general meeting and the term of office of elected directors will be one (1) year, as follows:

- (a) President, Vice-President, Treasurer, Registrar, Secretary and at least one age group coordinator;
- (b) additional coordinators may be added as deemed necessary;
- (c) the past-president sits as a voting member for a maximum of one-year following the final term of office;
- (d) District Representatives; and
- (e) Director at Large.

5.7 Consecutive Terms

Directors may be elected for consecutive terms.

5.8 Election by Secret Ballot

In elections where there are more candidates than vacant positions for elected directors, election will be by secret ballot with the name of each nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

5.9 Voiding of Ballot

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

5.10 Additional Directors

The members may by ordinary resolution appoint additional directors to be known as appointed directors and determine the term of each such appointed director. In the absence of any determination establishing a specific term for an appointed director, an appointed director will continue as a director of the Society for a two year term. For purposes of calculating the duration of an appointed director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such director was appointed. If, however, the director was appointed at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

5.11 Director Need Not be a Member

A person need not be a member of the Society to be eligible to be a director of the Society however, no more than 50% less 1 of the directors will be non-members.

5.12 Directors Subscribe and Support Purposes

Every director will unreservedly subscribe to and support the purposes of the Society.

5.13 Removal of Directors

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

5.14 Replacement of Directors

Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal by ordinary resolution and the number of directors is then less than eight, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.

5.15 Cessation of Directors

A person will cease to be a director of the Society:

- (a) upon the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein; or
- (b) absenting themselves from three consecutive meetings of the Board without just cause, or wilfully neglecting their duties to the Society may be determined to forfeit their position on the Board and such determination will be made by a 50% plus 1 majority vote from the Board; or
- (c) by board resolution for cause and dismissal; or

(d) upon their death.

5.16 Remuneration for Contractors

The Board may engage contractors as it deems necessary. Such persons will have authority and responsibility as the Board will determine.

5.17 Remuneration of Directors

A director may be remunerated for services rendered in his or her capacity as a director as determined by a Board resolution and a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

5.18 Directors May Hold Office or Place of Profit

A director may hold any office or place of profit in the Society (other than auditor) in conjunction with his or her office of director, for the period and on such terms as the Board determines. Subject to the Society Act, no director will be disqualified by such office from contracting with the Society.

5.19 Powers of the Board

The Board will have the power to make expenditures and loans, whether or not secured or interest-bearing for the purposes of furthering the purposes of the Society including its investment purposes. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts will be in accordance with the terms and conditions that the Board may prescribe.

5.20 Board Enabled to Receive Donations

The Board will take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

6. PROCEEDINGS OF THE BOARD

6.1 Procedure of Meetings

A meeting of the Board may be held at any time and place determined by the Board, provided that five days notice of such meeting will be sent in writing to each director. However, no formal notice will be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.

6.2 Quorum

The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum will be 50% plus 1 of the directors in office at the time when the meeting convenes.

6.3 Chair of Meetings

The Chair of the Society will chair all meetings of the Board; but if at any Board meeting the Chair and no Alternate Chair has been appointed, the directors present may choose one of them to chair the meeting.

6.4 Calling of Meetings

A director may at any time, and the Secretary at the request of a director will, convene a meeting of the Board.

6.5 Simple Majority Sufficient

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

6.6 Casting Vote

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

6.7 Procedure for Voting

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

6.8 Resolution in Writing

A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

7. OFFICERS

7.1 Election of Officers

At the first meeting of the Board held after an annual general meeting, the Board will elect the President as Chair of the meetings and the Chair will hold office until the first meeting of the Board held after the next following annual general meeting. In the President's absence, the Vice President will chair any meetings;

7.2 President

The President will be the Chief Executive Officer of BGSC and will supervise the other directors in the execution of their duties. The President will be responsible for calling the meetings of the Board of Directors and general meetings of BGSC.

The President must have served as a current elected director in the year immediately prior to his/her election.

7.3 Duties of Selected Officers

(a) Vice President

The Vice-President will carry out the duties of the President during his/her absence. The Vice President will also have other responsibilities as may, from time to time, be delegated by the President. If the President is unable to act as President for any reason whatsoever, the Vice President will be appointed by the President or by the Board to assume full responsibilities of the office of the President. The Vice President is responsible for overseeing conflict resolution procedures.

(b) Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (1) the issuance of notices of meetings of the Society; and
- (2) the keeping of minutes of all meetings of the Society.

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

(c) Treasurer

The Treasurer will be responsible for a monthly and yearly record of all financial transactions of BGSC. The Treasurer will produce, when deemed necessary by the Club, District or BC Soccer a properly balanced accounting of the Club's receipts and expenditures, according to the bankbook or current bank statements. The Club may hire an accountant to assist the treasurer in the performance of these duties.

(d) Registrar

The Registrar will be responsible for accumulating and recording the list of all registered players and team officials within the Club, and submitting records to the Registrar for the District in the manner and timeframe as set out by the District. The Registrar will also be responsible for providing information as is required by the Treasurer to allow for proper collection and remittance of registration and affiliation fees as set out by the District and BGSC.

(e) Age Group Coordinators

The Age Group Coordinators will be responsible for organizing and communicating with the Club and teams. The Age Group Coordinator will assist in the formation of teams, and assist in the placement of players to teams. The Age Group Coordinator will also be a member of the personnel committee for any situations involving their age group.

(f) District Representative

The District Representatives will be responsible for liaising between the BGSC and the District. The District Representative will be present at all District meetings and provide information back to the Club on the events and actions that occur.

(g) Director at Large

Director at Large may be appointed by resolution of the directors, on the basis of outstanding contribution to youth soccer within the Club. Director at Large will be entitled to vote at a meeting of the members or directors.

7.4 Authorized Signatures

The signing officers of BGSC will be the President, Vice President and Treasurer. All cheques require two of the three signing officers. In the event one of the three is unable to continue in his position, the Board will appoint a current director to act as the third signing officer for the remainder of the term.

7.5 Removal of Officers

A person may be removed as an officer by a resolution passed at a meeting of the Board by a 50% plus 1 majority vote from the Board.

7.6 Replacement

Should the Chair or any other officer for any reason not be able to complete his or her term, the Board will elect a replacement without delay.

8. INDEMNIFICATION**8.1 Indemnification of Directors and Officers**

Subject to the provisions of the Society Act, each director or officer of the Society will be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Society, except in relation to matters as to which he or she will be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "**Derelict**" means mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

9. BYLAWS**9.1 Entitlement of Members to copy of Constitution and Bylaws**

On being admitted to membership, each member is entitled to and upon request the Society will provide him or her with a copy of the constitution and bylaws of the Society.

9.2 Special Resolution required to Alter or Add to Bylaws

These bylaws will not be altered or added to except by special resolution.