



NOTICE OF GENERAL MEETING OF MEMBERS

TO: All Voting Members of Supply Chain Management Association British Columbia (SCMABC)

TAKE NOTICE that a General Meeting of all voting members of SCMABC will be held virtually on Tuesday, November 21st at 6:00 p.m. PDT. The agenda will include:

- Receipt of the audited financial statements of the Association for the previous fiscal year;
- Appointment of an auditor for the current and ensuing fiscal year(s);
- Consideration of a Special Resolution to amend the bylaws to ensure compliance with the Societies Act; and
- Presentation of the Presidents Report on behalf of the Board of Directors.

In accordance with Section 4.5 of the Association's bylaws, a copy of the Special Resolution and proposed bylaws have been included with this Notice.

The financial statements will be issued to all registrants no later than November 14th. If you are unable to attend but would like a copy, please email Ginny at ginny@supplychaincanada.com.

Registration is required to participate. Click [HERE](#) to register.

Once registered, you will receive an e-mail confirmation with a link to register through Zoom. Upon registration through Zoom, you will receive the link to the meeting.

MEMORANDUM

TO: SCMABC MEMBERS

FROM: Board of Directors

DATE: October 27, 2023

RE: Bylaw and Constitution Revisions REPORT

The following memo provides an overview of proposed changes to the Amended Bylaws of Supply Chain Management Association British Columbia (the “Association”) as approved by the members at the Annual General Meeting held in October 2022.

As part of their due diligence, the Board of Directors consulted with legal counsel to ensure that the Amended Bylaws complied with the Societies Act, thereby protecting our status as an Occupational Titles Society. The proposed bylaws were subsequently submitted to and approved by the registrar.

The Board of Directors is now seeking approval of the minor administrative changes outlined below.

REQUIRED ACTION

Motion to approve the amended Bylaws and recommend their acceptance by Special Resolution at the 2023 General Meeting of Members.

ATTACHED SUPPORTING DOCUMENTS

Copy of amended Bylaws of Supply Chain Management Association British Columbia

Copy of Special Resolution to be presented at the 2023 General Meeting of Members

BYLAW CHANGES

- Section 1.1(b) addition of “British Columbia” to clarify that all references to “Association” means Supply Chain Management Association British Columbia.
- Section 8.3(a) correction of reference source errors.
- Section 10.3 correction of reference source error.
- Section 10.5(a) correction of reference source error.
- Section 13.4(d) correction of reference source error.

**AMENDED BYLAWS OF
SUPPLY CHAIN MANAGEMENT ASSOCIATION BRITISH COLUMBIA**

**Article 1
Interpretation**

1.1 Definitions

Without limiting Section 1.2, in these Bylaws, unless the context requires otherwise:

- (a) “**Academic Affiliate Member**” has the meaning attributed to it in Section 2.2.
- (b) “**Association**” means Supply Chain Management Association British Columbia.
- (c) “**Board**” means the directors of the Association.
- (d) “**Bylaws**” means these bylaws, as amended from time to time.
- (e) “**Certified Member**” has the meaning attributed to it in Section 2.2.
- (f) “**Consent Resolution**” means a directors' resolution passed in accordance with Section 11.11.
- (g) “**Designation Program**” means the education program offered by the Association leading to the Supply Chain Management Professional designation.
- (h) “**Electronic Meeting**” means a fully electronic meeting or a partially electronic meeting.
- (i) “**Ethics Committee**” means the committee appointed in accordance with, and having the duties described, in Section 12.1(a).
- (j) “**Finance Chair**” means the finance chair of the Association, appointed in accordance with Section 13.1 and, subject to Section 13.3, with the duties described in Section 13.2(c).
- (k) “**Fellow**” has the meaning attributed to it in Section 2.2.
- (l) “**Finance Committee**” means the committee appointed in accordance with, and having the duties described in Section 12.1(c).
- (m) “**Honorary Life Member**” has the meaning attributed to it in Section 2.2.
- (n) “**Interpretation Act**” means the *Interpretation Act*, R.S.B.C. 1996, c. 238, as amended, restated or replaced from time to time, and includes its regulations.
- (o) “**Member**” has the meaning attributed to it in Section 2.1.

- (p) “**Nominations Committee**” means the committee appointed in accordance with, and having the duties described, in Section 12.1(b).
- (q) “**Non-Certified Member**” has the meaning attributed to it in Section 2.2.
- (r) “**Ordinary Resolution**” has the meaning attributed to it in Section 5.2(a).
- (s) “**Policies and Procedures**” means the policies and procedures of the Association as approved by the Board from time to time.
- (t) “**President**” means the president of the Association, appointed in accordance with Section 13.1 and, subject to Section 13.3, with the duties described in Section 13.2(a).
- (u) “**Professional Code of Ethics**” means the standard of behaviour expected of all members.
- (v) “**Registered Address**” means the most recent address (including email address and fax number, if any) shown for that person in the Association’s register of members or register of directors, as the case may be.
- (w) “**Registrar**” means the registrar of the Association, appointed by the Board from time to time.
- (x) “**Retired Member**” has the meaning attributed to it in Section 2.2.
- (y) “**SCMP Maintenance Requirements**” refers to the requirements for SCMP designation holders to remain at the leading edge of the profession, demonstrate a commitment to continued learning, and are constantly adding value within their organizations.
- (z) “**Societies Act**” means the *Societies Act*, S.B.C. 2015, c. 18, as amended, restated or replaced from time to time, and includes its regulations.
- (aa) “**Special Resolution**” has the meaning attributed to it in Section 5.2(b).
- (bb) “**Student Member**” has the meaning attributed to it in Section 2.2.
- (cc) “**Vice President**” means the vice president of the Board, appointed in accordance with Section 13.1 and, subject to Section 13.3, with the duties described in Section 13.2(b).
- (dd) “**Voting Member**” means a member of the Association who has the right to vote under Section 2.2.

1.2 Definitions in Societies Act Apply

The definitions in the Societies Act apply to these Bylaws.

1.3 Interpretation Act Applies

The Interpretation Act applies to the interpretation of these Bylaws as if these bylaws were an enactment.

1.4 Conflict with Societies Act or Other Enactments

If a provision in these Bylaws is inconsistent with a mandatory provision of the Societies Act or any other enactment of British Columbia or Canada, such provision shall have no effect. If there is a conflict between a definition of the Societies Act and a definition or rule in the Interpretation Act relating to a term used in these Bylaws, the definition in the Societies Act will prevail in relation to the use of the term in these Bylaws.

1.5 Interpretation

In these Bylaws, words in the singular form include the plural and vice versa and words importing a specific gender include the other gender.

Article 2 Members

2.1 Members of the Association

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

2.2 Membership Categories and Qualifications

Membership is divided into the following categories, each of which are subject to the following qualifications:

- (a) **“Certified Member”** is an individual who has successfully completed the Designation Program.
- (b) **“Non-Certified Member”** is an individual who is a professional, or seeking a career, in the field of supply chain management, or is a candidate for the “SCMP” designation.
- (c) **“Student Member”** is an individual who is a full-time student at a provincially recognized post-secondary education institution in Canada in a course of studies determined by the Board to be acceptable as preparation for a career in supply chain management.
- (d) **“Academic Affiliate Member”** is an individual who is a professor teaching in a publicly recognized post-secondary education institution in Canada in a supply chain related program.

- (e) **“Retired Member”** is an individual previously admitted as a Certified Member who has retired as a professional, and is not receiving remuneration, in the field of supply chain management.
- (f) **“Honorary Life Member”** is an individual previously admitted to another membership category who has been awarded the “SCMA Honorary Life Membership” by the Association.
- (g) **“Fellow”** is an individual previously admitted to another membership category who has been recognised as a Fellow of SCMA by the Association.
- (h) **“Voting Member”** is a member of either of the Certified Member or Non-Certified Member category.

2.3 Application for Membership and Change of Membership Category

An individual who meets the qualifications for a particular membership category set out in Section 2.2(a) through 2.2(h) may apply to the Registrar for membership in the Association using the application process prescribed by the Board. If an individual is eligible for, and applies under, more than one membership category, the category will be assigned by the Registrar in his sole discretion.

2.4 Professional Designations

- (a) A Certified Member in good standing is entitled to use the designation **“Supply Chain Management Professional”** and the initials **“SCMP”**. A Certified Member who leaves the profession may retain their designation for as long as they remain a Certified Member in good standing.
- (b) A Non-Certified Member in good standing is entitled to use the designation **“Supply Chain Management Professional (candidate)”** and the initials **“SCMP (candidate)”**. Upon completion of the Designation Program, the Registrar will change the individual’s membership category to Certified Member.
- (c) A Fellow is entitled to use the designation **“Supply Chain Management Professional – Fellow”** and the initials **“FSCMP”**.

2.5 Duties of Members

- (a) Every member must:
 - (i) uphold the constitution of the Association;
 - (ii) comply with these Bylaws;
 - (iii) comply with the Professional Code of Ethics;
 - (iv) provide all information requested by the Association in the information form adopted by the Board from time to time, by such due date(s) as set by the Board

from time to time, provided that such form shall not request any personal information other than information relating to:

- (A) the principal residence of the member and other information which may be used by the Association to prepare a register of members; and
 - (B) the address, telephone number and other coordinates of the company or other organization for whom the member is currently employed or the organization where the member is a principal; and
 - (C) for Certified Members, the reporting of activities applicable to adherence to all SCMP Maintenance Requirements; and
- (v) promptly notify the Association any changes to information submitted by the member.

2.6 Membership not Transferable

The membership in the Association is not transferable.

2.7 Membership Dues

- (a) The Board may determine the membership fees, dues or assessments, if any, from time to time.
- (b) If a member is unemployed and cannot pay their dues when payable, the member may apply in writing, in the form prescribed by the Association, to request that their dues be waived for the following one-year period due to financial hardship.
- (c) When a member whose dues have been waived pursuant to Section 2.7(b) becomes employed, the member shall pay prorated dues for that year.

2.8 Termination of Membership

The membership of a member in the Association terminates when:

- (a) the member's term of membership, if any, expires;
- (b) the membership terminates in accordance with these Bylaws;
- (c) the member resigns;
- (d) the member dies; or
- (e) the member is expelled in accordance with these Bylaws or the Societies Act.

Any fees, dues or assessments owing by a member at the time of termination of membership shall remain due and owing to the Association.

2.9 Good Standing

A member who:

- (a) fails to comply with the requirements of Section 2.5;
- (b) has been suspended in accordance with Section 3.2; or
- (c) has failed to pay the member's annual membership fees, special assessments or dues, if any, or any other debt due and owing by the member to the Association;

is not in good standing so long as the suspension or the non-compliance continues. A member who is not in good standing shall not be entitled to vote at general meetings of the members or use the professional designation.

2.10 Termination of Membership if Member not in Good Standing

In the case of a member who is not in good standing pursuant to Section 2.9(a) to 2.9(c), their membership in the Association is terminated automatically if the member remains not in good standing for two consecutive months.

2.11 Public Notice

When an individual ceases to be a Certified Member, the Association shall immediately remove the member's name from the online Verify Credential listing.

Article 3 Conduct, Ethics and Discipline

3.1 Conduct and Ethics

The Board shall establish, and may from time to time amend, a professional code governing the conduct and ethical standards of practice for members, and the penalties for misconduct, incapacity or incompetence, which may include, without limitation, suspension, discipline, expulsion or other penalties (the "**Professional Code of Ethics**").

3.2 Discipline and Expulsion

A member may be disciplined or expelled in accordance with the Association's Policies and Procedures for any reason which is deemed by the Ethics Committee to be in the best interests of the Association including, without limitation:

- (a) violating any provisions of the Societies Act, the constitution, these Bylaws, the Professional Code of Ethics or any rules or policies adopted by the Association from time to time;
- (b) carrying out any conduct which the Board considers to be detrimental to the Association; and

- (c) for any other reason that the Board considers to be reasonable, having regard to the purposes of the Association.

Disciplining a member may include without limitation reprimand, suspension of membership rights, imposition of conditions on the continuance of membership, and the requirement to reimburse costs incurred by the Association in relation to the Ethics Committee investigation.

Article 4 Meetings of Members

4.1 Annual General Meetings

Unless the holding of an annual general meeting is deferred in accordance with the Societies Act, the directors of the Association must call annual general meetings so that an annual general meeting is held in each calendar year.

4.2 Calling of General Meetings

Subject to Section 4.1, the Board may at any time call a general meeting of members at such date, time and location in British Columbia as may be determined by the Board. If a general meeting is a partially electronic meeting, Section 4.2 applies to the location where persons attend in person.

If a general meeting is a fully electronic meeting, Section 4.3 requirements to provide notice of the location does not apply.

4.3 Notice of General Meeting

The Association shall give not less than 14 and not more than 60 days written notice of a general meeting to every member of the Association. The notice of general meeting must include the date and time, and, if applicable, the location of the general meeting and the text of any special resolution to be submitted to the general meeting. A notice of a general meeting must also state the general nature of any business, other than ordinary business, to be transacted at the meeting.

If a general meeting is held as an electronic meeting in accordance with Section 5.11, the notice of meeting must also contain instructions for attending and participating in the general meeting by telephone or other communications medium, including, if applicable, instructions for voting at the general meeting.

4.4 Waiver of Notice

A person entitled to notice of a general meeting may, in any manner, waive that person's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of a member at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.5 Notice of General Meeting

Notwithstanding Section 17.1, if the Association has more than 250 members (or such other number set by the Societies Act), the Association may give notice of a general meeting by:

- (a) sending an email with all required information to every member for whom the Association has an email address as part of their registered address; and
- (b) posting notice with all required information, 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 Association and is accessible to all members.

4.6 Accidental Omission

The accidental omission to send a notice of a general meeting to a member or the non-receipt of any notice by a member or any of the persons entitled to receive notice does not invalidate any proceedings at the general meeting.

4.7 Other Persons may Attend General Meetings

Other than attendance of the auditor in accordance with Section 15.8, the directors, Association staff, any lawyer for the Association, and any other person invited by the Board are entitled to attend a general meeting, but if any of those persons attends a general meeting, that person is not to be counted in the quorum and is not entitled to vote at the meeting, unless that person is a voting member.

Article 5 Proceedings at General Meetings

5.1 Ordinary Business at General Meeting

The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
 - (i) receive the report of the Finance Chair, on behalf of the directors, on the financial statements of the Association for the previous financial year, and the auditor's report, if any, on those statements;

- (ii) report of the President, on behalf of the directors;
- (iii) elect or appoint directors; and
- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) terminate the meeting.

5.2 Matters to be Decided by Ordinary or Special Resolution

A matter to be decided at a general meeting must be decided by Ordinary Resolution as prescribed in Section 5.2(a) unless the matter is required by the Societies Act or the Bylaws to be decided by Special Resolution as prescribed in Section 5.2(b).

- (a) **“Ordinary Resolution”** means any of the following:
 - (i) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast personally or by proxy;
 - (ii) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;
 - (iii) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by a simple majority of the votes cast, in accordance with the bylaws, on the resolution.
- (b) **“Special Resolution”** means any of the following:
 - (i) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast personally or by proxy;
 - (ii) a resolution consented to in writing by all of the voting members;
 - (iii) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution.

5.3 Chairing General Meetings

The following individual is entitled to preside as chair at a general meeting:

- (a) the President, if any;

- (b) if the President is unable or unwilling to act as chair of the general meeting, the Vice President, if any; or
- (c) one of the other directors present at the general meeting if both the President and the Vice President are unable or unwilling to act as chair of the general meeting.

5.4 Selection of Alternate Chair of General Meeting

If there is no individual entitled under Section 5.3 who is able or willing to preside as chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to chair the meeting.

5.5 Quorum Necessary

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

5.6 Quorum for General Meetings

The quorum for the transaction of business at a general meeting is ten voting members. If the Association has fewer voting members than the quorum provided for above, the quorum for the transaction of business at a general meeting is all of the voting members.

5.7 Lack of Quorum

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:

- (a) in the case of a general meeting convened by requisition of members, the meeting is terminated; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute the quorum for that meeting.

5.8 Quorum Ceases to be Present

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

5.9 Adjournments

The chair of a general meeting may, or if so directed by ordinary resolution, must adjourn the meeting from time to time and from place to place, but no business may be transacted at the

continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

5.10 Notice of Adjourned General Meetings

It is not necessary to give any notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

5.11 Participation by Telephone or other Communications Medium

Subject to the Societies Act, the directors may decide, in their sole discretion, to hold a general meeting as a fully or partially electronic meeting. If the directors decide to hold a general meeting as a fully or partially electronic meetings, the directors shall make arrangements for members to participate in, and, if applicable, to vote at such general meeting by telephone or other communications medium. A member or other person participating in such general meeting by telephone or other communications medium shall be deemed to be present at the meeting. A member entitled to vote at the general meeting and participating by telephone or other communications medium shall be counted in the quorum therefor and be entitled to speak and vote at the general meeting.

5.12 Motions Need not be Seconded

No motion proposed at a general meeting need be seconded unless the chair of the meeting rules otherwise and the chair of any general meeting is entitled to propose or second a motion.

5.13 Number of Votes

Each voting member has only one vote.

5.14 Methods of Voting

At a general meeting, voting shall be by a show of hands, an oral vote, by proxy or another method that adequately discloses the intention of the voting members, except that:

- (a) if, prior to a general meeting, the Board determines that a vote on a particular matter (including, without limiting the generality of the foregoing, an election of directors) should take place in advance of the date set for the meeting, voting on such matter shall be by delegate voting using a method established by the directors and noted within the notice of meeting. Delegate voting may take place using mail-in ballot, fax, email or other electronic means; or
- (b) if a meeting is held in accordance with Section 5.11, voting shall be in the manner determined by the directors.

5.15 Proxy Ballots

If a proxy ballot is directed at a general meeting:

- (a) the proxy ballot must be submitted:
 - (i) within seven days after the date of the meeting, as the chair of the meeting directs and may, in the case of election of directors, be taking wholly or partially before the general meeting; and
 - (ii) in the manner, at the time and at the place that the notice of the meeting directs;
- (b) the President shall appoint ballot scrutineers from among the members; and
- (c) the result of the secret ballot is deemed to be a resolution of and passed at the general meeting with respect to which the secret ballot is demanded it.

5.16 Casting Vote

In case of an equality of votes, the chair of a general meeting does not have a second or casting vote in addition to the vote to which the chair may be entitled as a voting member.

5.17 Declaration of Result

The chair of a general meeting must declare to the meeting the outcome of each vote and that outcome must be recorded in the minutes of the meeting. A declaration of the chair that a resolution is carried by the necessary majority or is defeated is conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against a resolution.

5.18 Retention of Ballots

The Association must, for at least three months after a general meeting, keep each ballot cast on a proxy ballot voted at the meeting, and, during that period, make them available for inspection during statutory business hours by any voting member entitled to vote at the meeting. At the end of such three-month period, the Association may destroy such ballots.

Article 6 Requisitions of General Meetings and Proposals

6.1 Requisition of General Meetings

- (a) 10% of the voting members in good standing may requisition the directors to call a general meeting for the purposes stated in the requisition.
- (b) A requisition may be made in a single document or may consist of several documents in similar form, and must:
 - (i) contain the names of, and be signed by, not fewer than 10% of the members in good standing;
 - (ii) must state, in 500 words or less, the business to be considered at the meeting, including any special resolution the requisitionists wish to have considered at the meeting;

- (iii) must be delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Association; and
- (iv) must be sent to each individual listed in the Association's register of directors.
- (c) Promptly after the Association receives a requisition in accordance with Section 6.1(b), the directors must call a general meeting, to be held within 60 days after the date of the Association's receipt of the requisition, to consider the business stated in the requisition, and the Association must send, with the notice of the meeting, the text of the statement referred to in Section 6.1(b)(ii).
- (d) If, within 21 days after the date of the Association's receipt of a requisition, the directors do not call a general meeting, a majority of the requisitionists may call the meeting. A general meeting called under this Section 6.1(d) must be called within 60 days after the expiry of such 21 day period, and called and held in the same manner, as nearly as possible, as a general meeting called and held by the directors except that notice of the meeting must be sent to every director as well as to every member.
- (e) Unless otherwise resolved by ordinary resolution at the general meeting called under this Section 6.1, the Association must reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting.

Article 7 Directors

7.1 Number of Directors

The Association shall have at least five directors and no more than seven directors. At least one director must be ordinarily resident in British Columbia. The number of directors shall be set by ordinary resolution.

7.2 Individuals not Qualified to be Directors

An individual is not qualified to be a director of the Association if the individual is:

- (a) less than 18 years of age;
- (b) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs, unless a court, in Canada, or elsewhere, subsequently finds otherwise;
- (c) a person in respect of whom a certificate of incapability is issued under the *Adult Guardianship Act* (British Columbia), unless the certificate is subsequently cancelled under section 37(4) of that Act;
- (d) an undischarged bankrupt; or

- (e) convicted in British Columbia or elsewhere of an offence in connection with the promotion, formation or management of an Association or unincorporated entity, or of an offence involving fraud, unless:
 - (i) the court orders otherwise;
 - (ii) 5 years have elapsed since the last to occur of:
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - (B) the imposition of a fine;
 - (C) the conclusion of the term of any imprisonment; and
 - (D) the conclusion of the term of any probation imposed; or
 - (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension has not been revoked or ceased to have effect.

7.3 Director not Qualified must Resign

A director who is not, or who ceases to be, qualified to be a director must promptly resign.

7.4 Employment of Directors

Directors shall not receive or be entitled to receive remuneration from the Association under contracts of employment or contracts for service.

7.5 Remuneration and Reimbursement of Directors

The Association shall not pay a director remuneration for being a director. Subject to Section 7.4 and the Societies Act, the Association may pay remuneration to a director for services provided by the director to the Association in another capacity. The Association may reimburse a director for reasonable expenses necessarily incurred by the director in performing the duties of a director.

7.6 Validity of Acts of Directors

An act of a director of the Association is not invalid merely because:

- (a) a defect in the director's designation, election or appointment or in the qualifications of that director;
- (b) fewer than the required number of directors have been designated, elected or appointed;
- (c) the residency requirements for the directors have not been met; or

- (d) the majority of the directors, contrary to Section 7.4 or the Societies Act, receive or are entitled to receive remuneration from the Association under contracts of employment or contracts for service.

7.7 Directors' Acts not Invalidated

No member's resolution invalidates a prior act of the directors that would have been valid if that resolution had not been made.

Article 8 Election, Appointment, Removal and Changes of Directors

8.1 Nomination, Election and Term of Directors

- (a) At each annual general meeting, the members entitled to vote shall elect or appoint the directors.
- (b) Nominations for election to the Board shall be made by the Nominations Committee.
- (c) The list of valid nominations received shall be distributed to all members at least fourteen (14) days prior to the general meeting when the election of directors is scheduled to take place.
- (d) Election of directors shall be a plurality of votes whereby the nominee who receives the highest number of votes will be elected and, if there is more than one vacant director position, the nominee with the next highest number of votes will be elected, until all vacant director positions are filled. Tie votes shall be broken by drawing lots.
- (e) An election of directors may be by acclamation if the number of candidates for director positions is less than, or equal to, the number of vacant director positions.
- (f) Each director shall be elected to hold office:
 - (i) when such director is first elected, until the close of the first second general meeting after such director is elected,
 - (ii) for each subsequent time such director is elected, until the close of the first annual general meeting after such director is elected,

at which time, each such director shall retire as a director, but, if qualified, shall be eligible for re-election. After initially elected, a director may only be elected for up to three additional consecutive terms. After a break of at least one (1) year, a member will again be eligible for election as a director.

8.2 Consent to be a Director

No election or appointment of an individual as a director is valid unless:

- (a) that individual consents to be a director in writing to the chair of the Nominating Committee; or
- (b) or the election or appointment is made at a meeting at which the individual is present, and the individual does not refuse, at the meeting, to be a director.

8.3 Failure to Elect or Appoint Directors

If:

- (a) the Association fails to hold an annual general meeting on or before the date by which the annual general meeting is required to be held under Section 4.1; or
- (b) the members fail, at the annual general meeting, to elect or appoint any directors,

then each director then in office continues to hold office until the earlier of:

- (c) the date on which such director's successor is elected or appointed; and
- (d) the date on which such director otherwise ceases to hold office under the Societies Act or these Bylaws.

8.4 Places of Retiring Directors Not Filled

If, at any general meeting at which there should be an election or appointment of directors, the places of any of the retiring directors are not filled by that election or appointment, those retiring directors who are not re-elected or re-appointed and who are asked by the newly elected or appointed directors to continue in office will, if willing to do so, continue in office to complete the number of directors for the time being set pursuant to these Bylaws until further new directors are elected or appointed at a general meeting convened for that purpose. If any such election, appointment or continuance of directors does not result in the election or continuance of the number of directors set pursuant to these Bylaws the number of directors of the Association is deemed to be set at the number of directors elected, appointed or continued in office.

8.5 Directors May Fill Casual Vacancies

The Board may, at any time, appoint an individual qualified to be a director as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during such director's term of office. A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose ceasing to be a director created the vacancy.

8.6 Remaining Directors' Power to Act

The directors may act notwithstanding any vacancy in the Board, but if the Association has fewer directors in office than the minimum number of directors as set out in Section 7.1, the directors may only act for the purpose of appointing directors up to that number or of calling a general meeting for the purpose of filling any vacancies on the Board or, subject to the Societies Act, for any other purpose.

8.7 Ceasing to be a Director

A director ceases to be a director when:

- (a) the director's term of office expires;
- (b) the director dies or resigns;
- (c) the director is removed from office pursuant to Section 8.9; or
- (d) the director otherwise ceases to hold office in accordance with these Bylaws.

8.8 Resignation of Directors

A director who intends to resign must give the resignation to the Association in writing, and the resignation takes effect on the later of the following:

- (a) the receipt by the Association of the written resignation;
- (b) if the written resignation states that the resignation is to take effect on a specified date, specified date and time, or on the occurrence of a specified event:
 - (i) if a date is specified, the beginning of the day on the specified date;
 - (ii) if a date and time are specified, that date and time; or
 - (iii) if an event is specified, the occurrence of that event.

8.9 Removal of Director

A director may be removed from office by special resolution. In that event, the members entitled to vote may elect, or appoint by ordinary resolution, an individual as director to fill the resulting vacancy. If the members do not elect or appoint a director to fill the resulting vacancy contemporaneously with the removal, then the directors may appoint a director to fill that vacancy. An individual elected or appointed pursuant to this Section 8.9 shall serve as director for the balance of the term of the removed director.

Article 9 Powers and Duties of Directors

9.1 Powers and Function of Directors

Subject to the Societies Act and these Bylaws, the Board shall manage or supervise the management of the activities and internal affairs of the Association. Except as otherwise permitted by these Bylaws, the Board must act as a collective body and a director has no, and shall not purport to have, authority in their individual capacity. The foregoing does not limit senior managers of the Association from carrying out those duties that are inherent in or reasonably incidental to their positions.

9.2 Duties of Directors

A director of the Association must, when exercising the powers and performing the functions of a director, act with a view to the purposes of the Association and must:

- (a) act honestly and in good faith with a view to the best interests of the Association;
- (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
- (d) subject to Sections 9.2(a) through 9.2(c), act in accordance with these Bylaws; and
- (e) subject to Sections 9.2(a) through 9.2(d), act in accordance with the Association's Policies and Procedures.

9.3 Appointment of Attorney of Association

The Board exclusively may from time to time, by power of attorney or other instrument, under seal if so required by law, appoint any person to be the attorney of the Association for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Bylaws and excepting the power to fill vacancies in the Board, to change the membership of, or fill vacancies in, any committee of the Board, or to appoint or remove senior managers appointed by the directors) and for such period, and with such remuneration and subject to such conditions as the Board may think fit. Any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board thinks fit. Any such attorney may be authorized by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in such attorney.

9.4 Delegation by Directors

For greater certainty, the powers of the Board under this Article 9 may be exercised by a director, senior manager, committee or other delegate, direct or indirect, as authorized by the Board to exercise such powers.

Article 10 Disclosure of Interest of Directors

10.1 Definitions

For the purposes of this Article 10:

- (a) **“Disclosable Interest”** means a direct or indirect material interest in a Matter; and
- (b) **“Matter”** means:
 - (i) a contract or transaction, or a proposed contract or transaction, of the Association; or

- (ii) a matter that is or is to be the subject of consideration by the Board, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Association;
- (iii) but does not include a contract or transaction, or proposed contract or transaction, or matter that relates to:
 - (A) a payment to a director by the Association for remuneration for being a director, if otherwise permitted by these Bylaws, or reimbursement of a director by the Association of the director's expenses;
 - (B) indemnification of or payment to a director under these Bylaws or the Societies Act; or
 - (C) the purchase or maintenance of insurance for the benefit of a director.

10.2 Disclosure of Interest and Conduct by Director

A director who has a Disclosable Interest as described above, that is known by the director or reasonably ought to have been known, must:

- (a) disclose fully and promptly to the other directors the nature and extent of the Disclosable Interest;
- (b) abstain from voting on a Board resolution or from consenting to a consent resolution of the Board in respect of the Matter;
- (c) leave the Board meeting when:
 - (i) the Matter is discussed, unless asked by one other director to be present to provide information; and
 - (ii) the other directors vote on the Matter; and
- (d) refrain from any action intended to influence the discussion or vote by the other directors.

10.3 Evidence of Disclosure

A disclosure under Section 10.2 must be evidenced in at least one of the following records:

- (a) the minutes of a Board meeting;
- (b) a consent resolution by the Board; or
- (c) a record addressed to the Board that is delivered to the delivery address or mailed by registered mail to the mailing address, of the registered office of the Association.

10.4 Exceptions

If all of the directors have disclosed a Disclosable Interest in a Matter, any or all of the directors may vote on a Board resolution or consent to a consent resolution of the Board in respect of the Matter and Sections 10.2(b) through 10.2(d) do not apply.

10.5 Obligation to Account for Profits

A director who has a Disclosable Interest must pay to the Association an amount equal to any profit made by the director as a consequence of the Association entering into or performing a contract or transaction unless:

- (a) the director discloses the Disclosable Interest in the contract or transaction in accordance with, and otherwise complies with Sections 10.2, as applicable, and, after the disclosure, the contract or transaction is approved by a resolution of the Board; or
- (b) the contract or transaction is approved by a special resolution after the nature and extent of the director's interest in the contract or transaction has been fully disclosed to the members.

10.6 Validity of Contracts

Subject to the Societies Act, the fact that a director is in any way, directly or indirectly, materially interested in a contract or transaction that the Association has entered into or proposes to enter into does not make the contract or transaction void.

Article 11 Proceedings of Directors

11.1 Board Meetings

The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit, and meetings of the Board held at regular intervals may be held in the manner (including by electronic meeting), at the place (if any), at the time and on the notice, if any, that the Board may by resolution from time to time determine.

11.2 Voting at Meetings

Questions arising at any Board meeting are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote. No motion proposed at a Board meeting need be seconded unless the chair of the meeting rules otherwise.

11.3 Chair of Meetings

Meetings of Board are to be chaired by:

- (a) the President, if any;
- (b) in the absence of the President, the Vice President, if any; or

- (c) any other director chosen by the directors if:
 - (i) neither the President nor the Vice President is present at the meeting within 15 minutes after the time set for holding the meeting;
 - (ii) neither the President nor the Vice President is willing to chair the meeting; or
 - (iii) the President and the Vice President have advised a senior manager or any other director, that they will not be present at the meeting.

11.4 Meetings by Telephone or Other Communications Medium

A director may participate in a meeting of the Board or of any committee of the Board in person or by telephone or other communications medium if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A director who participates in a meeting in a manner contemplated by this section is deemed for all purposes of the Societies Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

11.5 Calling of Meetings

The President may call a Board meeting at any time.

11.6 Notice of Meetings

Other than for meetings held at regular intervals as determined by the Board pursuant to Section 11.1, reasonable notice of each Board meeting, specifying the place, day and time of that meeting must be given to each of the directors by any method set out in Section 17.1 or orally or by telephone.

11.7 When Notice Not Required

It is not necessary to give notice of a meeting of the Board to a director if:

- (a) the meeting is to be held immediately following a general meeting at which that director was elected or appointed or is the Board meeting at which that director is appointed; or
- (b) the director has waived notice of the meeting.

11.8 Meeting Valid Despite Failure to Give Notice

The accidental omission to give notice of any Board meeting to any director, or the non-receipt of any notice by any director, does not invalidate any proceedings at that meeting.

11.9 Waiver of Notice of Meetings

A director may, in any manner, waive that director's entitlement to notice of a Board meeting or may agree to reduce the period of that notice. Attendance of a director at a Board meeting is a

waiver of that director's entitlement to notice of the Board meeting unless that director attends the Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the Board meeting is not lawfully called.

11.10 Quorum

The quorum necessary for the transaction of the business of the Board may be set by the Board and, if not so set, is deemed to be set at a majority of the directors then in office.

11.11 Consent Resolutions in Writing

A resolution of the Board or of any committee of the Board, a copy of which has been sent to all directors or committee members, and which is consented to in writing by all of the directors or committee members entitled to vote on it, whether by signed document, fax, email or any other method of transmitting legibly recorded messages, is as valid and effective as if it had been passed at a meeting of the board or of the committee of the Board duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in that manner is effective on the date stated in the resolution or, if no date is stated in the resolution, on the latest date stated on any counterpart. A resolution of the Board or of any committee of the Board passed in accordance with this Section 11.11 is deemed to be a proceeding at a Board meeting or of the committee of the Board and to be as valid and effective as if it had been passed at a Board meeting or of the committee of the Board that satisfies all the requirements of the Societies Act and all the requirements of these Bylaws relating to meetings of the Board or of a committee of the Board.

Article 12 Standing and Other Committees

12.1 Standing Committees

The Association shall have the following standing committees:

- (a) **Ethics Committee**
 - (i) The Ethics Committee shall consist of a chair appointed by the Board who is a Certified Member, provided that a director shall not serve as the chair of the Ethics Committee, and two other Certified Members appointed by the Board from time to time.
 - (ii) The Ethics Committee is responsible for the investigation of any complaints against members and discipline in accordance with the rules and procedures described in these Bylaws and the Professional Code of Ethics.
 - (iii) The term of office for members of the Ethics Committee shall be set in the Association's Policies and Procedures.

(b) **Nominations Committee**

- (i) The Nominations Committee shall consist of a chair appointed by the Board who is a Certified Member and two other Certified Members appointed by the Board from time to time.
- (ii) The Nominations Committee identifies, evaluates and nominates members to serve as directors in accordance with these Bylaws.
- (iii) The Nominations Committee shall fulfill all additional duties and comply with timelines and procedures as prescribed in the Association's Policies and Procedures.
- (iv) The term of office for members of the Nominations Committee shall be set in the Association's Policies and Procedures.

(c) **Finance Committee**

- (i) The Finance Committee shall consist of the Finance Chair, and two (2) other directors.
- (ii) The Finance Committee shall recommend a draft budget for each annual fiscal period to the Board for review and approval.
- (iii) The Finance Committee shall render draft financial statements to the Board for review and approval when required by the Board.
- (iv) The Finance Committee shall fulfill all additional duties as prescribed in the Association's Policies and Procedures.
- (v) The term of office for members of the Finance Committee shall be set in the Association's Policies and Procedures.

12.2 Appointment and Powers of Other Committees

The Board may, by resolution:

- (a) appoint one or more committees consisting of the director or directors or other individuals who the Board considers appropriate;
- (b) delegate to a committee appointed under Section 12.2(a) any of the directors' powers, except:
 - (i) the power to fill vacancies on the Board;
 - (ii) the power to change the membership of, or fill vacancies in, any committee of the board, and
 - (iii) the power to appoint or remove senior managers appointed by the Board; and

- (c) make any delegation referred to in Section 12.2(b) subject to the conditions set out in the resolution.

12.3 Obligations of Committee

Any committee appointed under Section 12.1 or 12.2, in the exercise of the powers delegated to it, must:

- (a) conform to any rules that may from time to time be imposed on it by the Board; and
- (b) report every act or thing done in the exercise of those powers as the Board may require.

12.4 Committee Meetings

Subject to Section 12.3(a) and unless the Board otherwise provides in the resolution appointing the committee or in any subsequent resolution, with respect to a committee appointed under Section 12.1 or 12.2:

- (a) the committee may meet and adjourn as it thinks proper;
- (b) the committee may elect a chair of its meetings but, if no chair of the meeting is elected, or if at any meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the members of the committee may choose one of their number to chair the meeting;
- (c) a majority of the members of a committee constitutes a quorum of the committee; and
- (d) questions arising at any meeting of the committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting has no second or casting vote.

12.5 Powers of Board

The Board may, at any time, with respect to a committee appointed under Sections 12.1 or 12.2:

- (a) revoke or alter the authority given to a committee, or override a decision made by a committee, except that the revocation or alteration of a committee's authority does not invalidate a prior act of that committee that would have been valid if the revocation or alteration had not occurred;
- (b) terminate the appointment of, or change the membership of, a committee; and
- (c) fill vacancies on a committee.

Article 13 Officers

13.1 Appointment of Officers

The Board may appoint a President, Vice President and Finance Chair from among the directors. The Immediate Past President's term expires when a new President is appointed by the Board, and the outgoing President becomes the Immediate Past President. The Board may further appoint such other officers, who need not be directors, as the Board may determine. Except as otherwise provided herein, an officer may but need not be a director and officers may hold more than one office.

13.2 Officer Positions and Functions

- (a) **President** – The President shall, when present, preside as chair at all general meetings and meetings of the Board, sign all instruments which require the President's signature in accordance with the Bylaws or otherwise, represent the Association at public or official functions, and have such other powers and duties as specified by the Board.
- (b) **Vice President** – The Vice President shall be vested with all the powers and perform all the duties of the President in the absence of the President or upon the inability or unwillingness of the President to act.
- (c) **Finance Chair** – The Finance Chair shall keep proper accounting records in compliance with the Societies Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association. The Finance Chair shall render to the Board, whenever required, an account of all transactions involving the Association and of the financial position of the Association and the Finance Chair shall have such other powers and duties as the Board may specify.
- (d) **Immediate Past President** – The Immediate Past President is not a director and may serve in a non-voting advisory capacity at the request of the Board.
- (e) **Other Officers** – The powers and duties of all other officers of the Association appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

13.3 Officer Duties and Powers

- (a) Notwithstanding Section 13.2 and subject to the Societies Act, the Board may from time to time:
 - (i) specify duties of officers;
 - (ii) delegate powers to manage the activities and affairs of the Association to officers; and
 - (iii) vary, add to or limit such duties and powers.

- (b) The duties of directors set forth in Section 9.2 apply in relation to an officer as if the officer were a director of the Association.

13.4 Remuneration, Term of Office and Removal

Subject to Section 7.4 and 7.5 and the Societies Act, all appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, or otherwise) that the Board thinks fit. Each officer shall serve at the pleasure of the Board and shall hold office until the earlier of:

- (a) being removed by the Board;
- (b) a successor being appointed by the Board;
- (c) the officer's resignation or death;
- (d) no longer being qualified;

provided however that such removal is without prejudice to any contractual rights, or rights under law, of the officer.

Article 14 Indemnification and Insurance

14.1 Definitions

For the purposes of this Article 14:

- (a) **“eligible party”** means a current or former director of the Association, or an individual who holds or held an equivalent position in a subsidiary of the Association.
- (b) **“eligible proceeding”** means a legal proceeding (including a civil, criminal, quasi-criminal, administrative or regulatory proceeding) or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative by reason of such eligible party holding or having held a position of current or former director of the Association or an equivalent position in a subsidiary of the Association is or may be joined as a party, or is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action.
- (c) **“expense”** includes costs, charges and expenses, including legal and other fees, but does not include penalties.
- (d) **“penalty”** means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding.
- (e) **“representative”** means an heir or personal or other legal representative of an eligible party.

14.2 Indemnification

Subject to the Societies Act and Section 14.3, the Association may, and in the case of Section 14.2(c), shall:

- (a) indemnify an eligible party or a representative against all penalties to which the eligible party or the representative is or may be liable in respect of an eligible proceeding;
- (b) pay the expenses actually and reasonably incurred by an eligible party or a representative in respect of an eligible proceeding:
 - (i) after the final disposition of such proceeding; or
 - (ii) as they are incurred in advance of the final disposition of an eligible proceeding provided the Association has first received from such eligible party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited pursuant to the Societies Act or Section 14.3, the eligible party or the representative will repay the amounts advanced; and
- (c) pay, after the final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or a representative (other than a current or former director of a subsidiary of the Association or his/her heir or representative) in respect of such proceeding if the eligible party or the representative has not been otherwise reimbursed for such expenses and the eligible party was not adjudged to have committed any fault or to have omitted to do anything that the eligible party ought to have done.

14.3 Indemnification Prohibited

Subject to the Societies Act, the Association shall not indemnify or pay the expenses of an eligible party or a representative in respect of an eligible proceeding if:

- (a) the eligible party did not act honestly and in good faith with a view to the best interests of the Association or a subsidiary of the Association, as the case may be;
- (b) the eligible proceeding is not a civil proceeding, and the eligible party did not have reasonable grounds for believing that his or her conduct, in respect of which the eligible proceeding was brought, was lawful; or
- (c) such eligible proceeding is brought by or on behalf of the Association or a subsidiary of the Association unless the Supreme Court of British Columbia, on the application of the Association, approves the indemnification or payment of expenses.

14.4 Insurance

The Association may purchase and maintain insurance for the benefit of an eligible party or a representative of such eligible party against any liability that may be incurred by reason of the eligible party being or having been a director or senior manager of the Association or holding or having held an equivalent position in a subsidiary of the Association.

Article 15 Auditor

15.1 Application of this Part

This Part applies only where the Association is required to have an auditor or for as long as the Association has resolved by ordinary resolution to have an auditor.

15.2 Appointment of Auditors

The first auditor, if any, shall be appointed by ordinary resolution or by the Board, to hold office until the close of the first annual general meeting following the appointment. Each auditor, if any, subsequent to the first auditor shall be appointed at each annual general meeting, by ordinary resolution, to hold office until the close of the next annual general meeting. If a subsequent auditor is not appointed as required above, and the Association is required to have an auditor pursuant to Section 15.1, the auditor in office continues as auditor until a successor is appointed.

15.3 Remuneration of Auditors

The remuneration of the auditor shall be fixed by the Board.

15.4 Vacancy

If there is a vacancy in the office of auditor created by resignation, death or otherwise, other than by removal under Section 15.5, the Board may appoint an auditor to hold office until the close of the next annual general meeting.

15.5 Removal of Auditors

The Association may, by ordinary resolution passed at a general meeting called for the purpose, remove its auditor before the expiration of the auditor's term of office, and must, by ordinary resolution passed at such general meeting, appoint a person as auditor for the remainder of the term of office of the auditor so removed.

15.6 Notice to Auditor Proposed to be Removed

Before calling a general meeting for the purpose of removing its auditor, the Association must send to the auditor a written notice of the intention to call the meeting, specifying the date on which the notice of the meeting is proposed to be sent, and a copy of all of the materials proposed to be sent to the members in connection with the meeting. The Association must send to the auditor who is proposed to be removed the records referred to above at least 14 days before the date on which the notice of the meeting is sent. The auditor may send to the Association written representations respecting the auditor's proposed removal as auditor, and, if the Association receives those written representations at least 7 days before the date on which the notice of the meeting is sent, the Association must send a copy of those representations with the notice of the meeting.

15.7 Qualification and Independence of Auditor

A person appointed as auditor of the Association shall be qualified to act as an auditor and be independent of the Association within the meaning of the Societies Act.

15.8 Auditor to Attend General Meetings

The auditor of the Association is entitled, in respect of a general meeting, to each notice and other communication relating to the meeting to which a member is entitled, to attend the general meeting, and to be heard at the general meeting on any part of the business of the general meeting that deals with the financial statements of the Association or any other matter with respect to which the auditor has a duty or function. A member may, by written notice received by the Association at least 7 days before such general meeting, require the attendance of the auditor at a general meeting at which the financial statements of the Association are to be considered, or the auditor is to be appointed or removed. If the Association receives such written notice from a member, the Association must promptly inform the auditor, the auditor must attend the general meeting and the Association must pay the expenses of that attendance.

Article 16 Investments, Borrowing, Distributions and Disposal of Undertaking

16.1 Investments

The Association may invest its funds only in an investment in which a prudent investor might invest.

16.2 Borrowing

The Association may from time to time, if authorized by the Board:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Board may determine;
- (b) issue bonds, debentures, notes or other evidence of debt obligations either outright or as security for any liability or obligation of the Association at any time, to any person and for any consideration that the Board may determine;
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (d) mortgage or charge, whether by way of specific or floating charge, or give other security on the whole or any part of the present and future undertaking of the Association.

16.3 Restrictions on Distributions

The Association must not distribute any of its money or other property other than:

- (a) for full and valuable consideration;

- (b) in furtherance of the purposes of the Association;
- (c) to a qualified recipient; or
- (d) for a distribution required or authorized by the Societies Act.

16.4 Disposal of Undertaking

The Association must not sell, lease or otherwise dispose of all or substantially all of its undertaking unless the Association has been authorized to do so by special resolution.

Article 17 Notices and Access to Records

17.1 Method of Giving Notice

Unless the Societies Act or these Bylaws provide otherwise, a record (including any notice, statement or report) required or permitted by the Societies Act or these Bylaws to be sent to a member, director, auditor or other person may be sent by any of the following methods:

- (a) by mail:
 - (i) for a record mailed to a member or director to that person's registered address; and
 - (ii) in any other case, the intended recipient's most recent mailing address known to the sender;
- (b) by delivery:
 - (i) for a record delivered to a member or director at that person's registered address;
 - (ii) for a record delivered to the Association at the delivery address of the registered office of the Association, by leaving the record in a mailbox or mail slot for that delivery address; and
 - (iii) in any other case by leaving the record with the person or an agent of the person or, in case of a person other than an individual, by leaving the record in a mailbox or mail slot for the address at which the person carries on activities or business; or
- (c) if the intended recipient has provided an email address or fax number for that purpose, by email or fax to that email address or fax number.

17.2 Deemed Receipt

A record that is mailed to a person by ordinary mail to the applicable address for that person referred to in Section 17.1 is deemed to be received by the person to whom it was mailed on the

beginning of 5th day after the record is mailed. A record that is delivered to a person at the applicable address for that person referred to in Section 17.1 is deemed to be received by the person to whom it was delivered on the beginning of the 3rd day after the record is delivered. If the person has provided an email address or fax number to which records may be sent, a record sent to such email address or fax number is deemed to be received by that person on the beginning of the 3rd day after the record is emailed or faxed to that email address or fax number.

17.3 Certificate of Sending

A certificate signed by a senior manager of the Association stating that a record was sent as required by Section 17.1 is conclusive evidence of the fact.

17.4 Members entitled to Records

A member is entitled to receive, without charge, one copy of the current constitution and bylaws of the Association and the most recent financial statements of the Association.

17.5 No Access to Board Documents

A member is not entitled to inspect, or receive copies of, the minutes of Board or committee meetings, Board or committee consent resolutions (including in camera meeting minutes, if any) and the accounting records of the Association (other than the financial statements), with the exception of those portions of any of the above records that evidence a disclosure of a director's or senior manager's interest in the Board minutes or consent resolutions in accordance with Section 10.3 or the Societies Act.

17.6 No Access to Register of Members

A member is not entitled to inspect, or receive copies of, the register of members unless as otherwise prescribed by the Societies Act.

Article 18 Signatories

18.1 Signatories

Except for documents executed in the usual and ordinary course of the Association's activities, which may be signed by any senior manager or employee of the Association acting within the scope of his or her authority, the following are the only persons authorized to sign any document on behalf of the Association:

- (a) the President together with any other director;
- (b) if the President is unable to provide a signature, by the Vice President together with any other director; or
- (c) any individual appointed by resolution of the Board to sign the specific document, that type of document or documents generally on behalf of the Association.

Any document so signed may, but need not, have the corporate seal of the Association applied, if there is one.

18.2 Facsimile Signatures

The signature of any individual authorized to sign on behalf of the Association may, if specifically authorized by resolution of the board, be written, printed, stamped, engraved, lithographed or otherwise electronically or mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

18.3 Seal

The Board may provide a common seal for the Association and shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed. The common seal shall be affixed only when authorized by a resolution of the Board 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 a senior manager.

Article 19 Constitution and Bylaws

19.1 Alterations to Constitution and Bylaws

These Bylaws and the constitution of the Association shall not be altered except by a special resolution.

Article 20 Non-Profit Purpose and Dissolution

20.1 Non-Profit Purpose

The Association shall be carried on without purpose of gain for its members and any profits or other gains to the Association shall be used in promoting its purposes.

20.2 Dissolution

Upon the dissolution of the Association and after payment of all debts and liabilities, its remaining property shall be distributed to qualified recipients that have purposes similar to those of the Association.

SPECIAL RESOLUTION BY THE BOARD OF DIRECTORS OF SUPPLY CHAIN MANAGEMENT ASSOCIATION BRITISH COLUMBIA

WHEREAS Supply Chain Management Association British Columbia is an occupational title society (OTS) established under the previous [Societies Act](#) and has as one of its purposes the representation of the interests of an occupation or profession. OTS members have the exclusive right to use registered occupational titles or initials.

AND WHEREAS an OTS must obtain written consent of the registrar before changing bylaw provisions relating to the following:

- (a) qualifications for admission to membership or a class of membership,
- (b) courses of study and examinations for members or applicants for membership,
- (c) the conduct of members, ethics and standards of practice, or
- (d) suspension, expulsion or other penalties for misconduct, incapacity or incompetence of members.

AND WHEREAS the members of Supply Chain Management Association British Columbia considered and approved bylaw changes at the Annual General Meeting held virtually on October 26, 2022. The revised bylaws required submission and approval from the Societies Act registrar.

NOW THEREFORE BE IT RESOLVED that the Amended Bylaws of Supply Chain Management Association British Columbia as approved by the Societies Act registrar and attached to this Notice of Special Resolution by approved in accordance with Section 5.2(b).

AND BE IT FURTHER RESOLVED that this resolution was adopted by the members of Supply Chain Management Association British Columbia on this ____ day of November 2023 and become effective on that date.