

ASSOCIATION OF NATUROPATHIC DOCTORS OF BC

BYLAWS

ARTICLE 1 INTERPRETATION

- 1.1 In the constitution and the bylaws:
- (a) **“Act”** means the Societies Act, and “Regulations” means any regulations enacted pursuant to the Act,
 - (b) **“AGM”** means an annual general meeting,
 - (c) **“Board”** or “Board of Directors” means the directors of the Society for the time being, acting as a body,
 - (d) **“CCHPBC”** means the College of Complementary Health Professionals of British Columbia,
 - (e) **“director”** means a director of the Society,
 - (f) **“general meeting”** includes an AGM and a special general meeting,
 - (g) **“member”** means a member of the Society,
 - (h) **“registered address”** means a member’s address as recorded in the register of members,
 - (i) **“Society”** or “Association” means Association of Naturopathic Doctors of BC,
 - (j) **“constitution”**, “bylaws”, “special resolution” and “ordinary resolution” have the meaning given to them in the Act,
 - (k) **“written”** means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
 - (l) the singular includes the plural and *vice versa*, and
 - (m) persons include corporations and associations.
- 1.2 (a) The definitions in the Act apply to the bylaws.
- (b) if there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.
- 1.3 The Society must on request provide a member a copy of the current constitution and bylaws, without charge.
- 1.4 The constitution and bylaws can only be altered by special resolution.
- 1.5 The Society must not distribute any of its money or other property except as permitted by the Act.

- 1.6 The Association shall not carry on a business, trade, industry or profession for profit or gain except as an incidental to its purposes. The Association shall not distribute to the members or to any other person any gain, profit or dividend, or otherwise dispose of its assets without receiving full and valuable consideration and any profits or accretions to the assets of the Association shall be used in promoting its purposes. This provision was previously unalterable.
- 1.7 In the event of the dissolution of the Association, after paying or adequately providing for the payment of all debts and obligations, any remaining assets of the Association shall be distributed to those schools of naturopathic medicine recognized and accredited by the Council on Naturopathic Medical Education or to one or more charities, non-profit organizations and student clinics that carry out activities that advance naturopathic education and training and as selected by the Board.

ARTICLE 2 MEMBERSHIP

- 2.1 The members of the Society are those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
- 2.2 (a) There are two classes of members: Voting Members and Non-Voting Members.
- (b) A person is eligible to be a Voting Member if they are one of the following:
- (i) A registrant in good standing of CCHPBC, other than a student registrant, who is ordinarily resident in British Columbia; or
 - (ii) A person who is appointed by resolution of the Board as an Honorary Life Member because they have made a distinguished contribution to the Society, the naturopathic profession, or both, and is a registrant in good standing of CCHPBC.
- (c) A person is eligible to be a Non-Voting Member if they meet one of the following criteria:
- (i) A person who is appointed by resolution of the Board as an Honorary Life Member because they have made a distinguished contribution to the Society, the naturopathic profession, or both, and is not a registrant in good standing of CCHPBC; or
 - (ii) A person who is enrolled in a school of naturopathic medicine that is accredited by the Council on Naturopathic Medical Education; or
 - (iii) A person who has ceased active naturopathic practice and is resident in British Columbia; or
 - (iv) A licensed practitioner of naturopathic medicine who does not practice and is not ordinarily resident in British Columbia.
- 2.3 An application for membership must:
- (a) be in writing, in a form approved by the Society and contain such information as the Society may require, and

- (b) include annual membership dues and any required application fee.
- 2.4 (a) A person may apply to the Board for membership as a Voting or Non-Voting Member, and becomes a member on:
- (i) complying with bylaws 2.2 and 2.3,
 - (ii) acceptance by the Board, and
 - (iii) payment of annual membership dues and any application fee.
- (b) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
- (c) The amount of annual membership dues and of membership application fees (if any) for any class or type of membership will be determined by the Board. The Board may, in its discretion, discount, pro-rate or waive the payment of dues required of any given member from time to time.
- (d) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board.
- 2.5 (a) A membership is not transferable.
- (b) A membership must be renewed annually, by or before a date set by the Board.
- (c) The Society must send a membership renewal notice to each member a reasonable time before the date on which membership must be renewed.
- (d) A membership must be renewed by or before January 31st each year, except in the case of a person who has been appointed by the Board as an Honorary Life Member, who need not renew.
- 2.6 Every member and director must uphold the constitution, and must comply with:
- (a) the Act,
 - (b) the bylaws,
 - (c) any rules, regulations and policies made by the Society, including the Code of Ethics, and
 - (d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.7 A member ceases to be a member on:
- (a) delivering a written resignation to the Society,
 - (b) death,
 - (c) having been a member not in good standing for 30 days, except that the Society may extend this period for another 60 days in the case of financial hardship,

- (d) subject to bylaw 2.11, in the case of a member who is a registrant of CCHPBC, on ceasing to be a registrant in good standing of CCHPBC, or having been suspended by CCHPBC, or
 - (e) being expelled.
- 2.8 A member becomes a member not in good standing on failing to pay:
- (a) a debt due and owing to the Society, or
 - (b) subject to bylaw 2.4(c), annual membership dues by or before January 31st or, in the case of annual membership dues paid on an instalment basis as agreed by the Society, an instalment of the annual membership dues by the due date for such instalment.
- 2.9
- (a) A member may be expelled by special resolution.
 - (b) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (c) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 2.10
- (a) A member may be suspended by resolution of the Board, provided that:
 - (i) not fewer than 2/3 of the directors then in office are in favour of the resolution,
 - (ii) the suspension is for a substantive failure to comply with the constitution or bylaws, or for conduct prejudicial to the Association, notice of which in either case has been given to the member,
 - (iii) notice of the resolution is accompanied by a brief statement of the reason or reasons for the proposed suspension, and
 - (iv) the member is given reasonable notice of the resolution, and an opportunity to be heard at the meeting before the resolution is voted on.
 - (b) A suspension under this bylaw ends at the adjournment of the next general meeting, and cannot be renewed.
- 2.11
- (a) A member who has been suspended by CCHPBC, or whose registration with CCHPBC has been cancelled, may apply to the Board to become a Restricted Member.
 - (b) A member to whom bylaw 2.11(a) applies may apply to the Board to continue as a member, pending the final determination of any appeal of the suspension or cancellation.
 - (c) The Board may in its sole discretion permit a member who applies under bylaw 2.11(b) to continue as a member, subject to:
 - (i) such terms and conditions as the Board may set,

- (ii) the member continuing to pay applicable annual membership dues,
 - (iii) the member not having the rights to vote, and to stand for election as a director, and
 - (iv) the member being identified as a Restricted Member.
- (d) A member whose appeal of a cancellation or suspension by CCHPBC is successful must be restored to the category of membership previously held.

ARTICLE 3 MEETINGS OF MEMBERS

- 3.1 (a) General meetings must be held at such time, manner, and, if applicable, location in accordance with the Act and the bylaws, that the Board determines.
- (i) An AGM must be held at least once in every calendar year.
 - (ii) Every general meeting, other than an AGM, is a special general meeting.
- 3.2 (a) The Board may when it thinks fit convene a special general meeting.
- (b) The members may requisition a general meeting pursuant to section 75 of the Act.
 - (c) The members may submit a proposal for consideration by the Society at a general meeting pursuant to section 81 of the Act.
- 3.3 The Board may determine that a general meeting be in person, partially electronic or fully electronic.

ARTICLE 4 NOTICE TO MEMBERS

- 4.1 (a) Notice of a general meeting must:
- (i) specify the date, time and, if applicable, the location of the meeting,
 - (ii) include the text of any special resolution to be proposed at the meeting,
 - (iii) state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business,
 - (iv) be sent to all members not fewer than 14 days before the meeting, and
 - (v) in the case of a general meeting that is an electronic meeting, include instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.
- (b) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at that meeting.
- 4.2 (a) Notice of a general meeting must be given to:

- (i) every member shown on the register of members on the day notice is given, and
 - (ii) the auditor, if any.
- (b) No other person is entitled to receive a notice of general meeting.
- 4.3 A notice may be given to a member either personally, by mail, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.
- 4.4 A notice sent by the Society is deemed to have been given as follows:
 - (a) if delivered, at the time of delivery;
 - (b) if sent electronically, at the time of sending the message; and
 - (c) if sent by mail, the day (Saturdays, Sundays and holidays exempted) following the date of mailing.
- 4.5 Notwithstanding any other provision in this Article, if the Society has more than 100 members, notice of a general meeting is deemed to have been sent to all members if:
 - (a) notice is sent to every member for whom the Society has an e-mail address in the register of members, by e-mail to that e-mail address; and
 - (b) notice of the meeting is posted throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members.
- 4.6 A member must promptly and in writing notify the Society of any change in the contact information the member has provided to the Society.

ARTICLE 5 PROCEEDINGS AT GENERAL MEETINGS

- 5.1 (a) The business at an AGM is to:
 - (i) elect a chair, if required,
 - (ii) determine that there is quorum,
 - (iii) adopt rules of order,
 - (iv) approve the agenda,
 - (v) consider the minutes of the last AGM and any intervening general meetings,
 - (vi) receive the report of the Board,
 - (vii) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
 - (viii) appoint an auditor, if any,

- (ix) announcement of the elected directors,
 - (x) business arising out of the financial statements, the auditor's report, or the report of the Board if such documents are included in the notice of the meeting or any other matter about which notice has been given in the notice of the meeting,
 - (xi) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
 - (xii) any members' proposals pursuant to section 81 of the Act, and
 - (xiii) adjourn.
- (b) The financial statements presented to an AGM must comply with the Act.
 - (c) The business at a special general meeting is limited to:
 - (i) adopting rules of order,
 - (ii) that set out in a requisition pursuant to bylaw 3.2, if applicable, and
 - (iii) that determined by the Board pursuant to bylaw 3.2.
- 5.2
- (a) Quorum at a general meeting is 50 members who are eligible to vote or 10% of the membership who are eligible to vote, whichever is less.
 - (b) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time unless a quorum of voting members is in attendance.
 - (c) If at any time during a general meeting there ceases to be a quorum of voting members in attendance, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.
 - (d) Any general meeting may be held, or any member may participate in any general meeting, by telephone or other communications medium as long as all the persons attending the meeting are able to participate in it. All such member so participating in any such meeting will be deemed to be in attendance at the meeting.
 - (e) If the Society holds a general meeting that is not an electronic meeting, the Society is not obligated to take any action or provide any facility to permit or facilitate the use of any communications medium at the meeting. If the Society holds a general meeting that is an electronic meeting, the Society must permit and facilitate participation in the meeting by telephone or other communications medium.
- 5.3
- If within 30 minutes from the time set for holding a general meeting a quorum of voting members is not in attendance:
- (a) in the case of a meeting convened on a requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to such time and such manner as determined by the Board but not more than 14 days later, and if, at the adjourned

meeting, a quorum is not in attendance within 30 minutes from the time set for meeting, the voting members who are in attendance constitute a quorum for that meeting.

- 5.4 (a) A general meeting can only be adjourned by ordinary resolution.
- (b) A general meeting may be adjourned from time to time and, if applicable, from location to location, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a general meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.
- (d) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.5 (a) The following individual is entitled to preside as the chair of a general meeting:
- (i) the individual, if any, appointed by the Board to preside as the chair;
 - (ii) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
 - (A) the President;
 - (B) the Vice-President, if the President is unable to preside as the chair; or
 - (C) one of the other directors in attendance at the meeting, if both the President and Vice-President are unable to preside as the chair.
- (b) If there is no individual entitled under these bylaws who is able to preside as the chair of a general meeting in attendance within 15 minutes after the time set for a meeting, the members present may elect an individual who is present to be chair.
- 5.6 (a) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.
- (b) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 5.7 (a) A Voting Member has the right to one vote at a general meeting. A Non-Voting Member does not have the right to vote.
- (b) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must pursuant to the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.
- (c) Voting will be by any method that adequately discloses the intention of the members and is approved by the chair of the meeting, except a secret ballot may

not be used for an ordinary resolution. If voting at the meeting is to occur by electronic means:

- (i) the notice of the meeting must provide instructions for how to vote at the meeting, or the chair of the meeting must provide instructions at the meeting for how to vote; and
 - (ii) all of the members participating in the meeting must be able to vote at the meeting.
- (d) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
 - (e) All members have the right to notice of, to attend and to speak at general meetings. A member who is not in good standing cannot vote.
- 5.8 (a) Proxy voting is permitted at general meetings held in person, but is not permitted at partially electronic or fully electronic meetings.
- (b) A voting member may appoint another such member to act and vote as the member's proxy at a general meeting.
 - (c) A member must not hold more than three proxies.
 - (d) The instrument appointing a proxy must be in the following form, or in any other form that the Board approves:

I, _____, of _____, hereby appoint _____, of _____, as my proxy to vote for me and on my behalf at the general meeting of Association of Naturopathic Doctors of BC on the day of _____, 20____, and at any adjournment thereof.

Signed at _____ this _____ day of _____, 20____.
- (e) A proxy must be received not fewer than 15 minutes before the time set for the start of a general meeting.
 - (f) A proxy is only valid for the meeting for which the proxy is given, and any adjournment of that meeting.
- 5.9 Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

ARTICLE 6 BOARD OF DIRECTORS

- 6.1 Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Society.
- 6.2 (a) A director must, when exercising the powers and performing the functions of a director:

- (i) act honestly and in good faith with a view to the best interests of the Society,
 - (ii) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - (iii) act in accordance with the Act and Regulations, and
 - (iv) subject to paragraphs (i) to (iii), act in accordance with the bylaws.
- (b) Without limiting subsection (a), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Society.
- (c) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.
- (d) Nothing in a contract or the bylaws relieves a director from
- (i) the duty to act in accordance with this Act and the Regulations, or
 - (ii) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.
- 6.3 (a) There must be nine directors.
- (b) A director, and a candidate for election as a director, must be a Voting Member.
- (c) A candidate for election as a director must:
- (i) be qualified to be a director pursuant to section 44 of the Act,
 - (ii) be nominated by the Board or the nominations committee, if there is a nominations committee, or by two members who have the right to vote, and
 - (iii) consent to the nomination, in writing or in person.
- (d) A director has a normal term of office of two years, beginning at the close of the AGM at which the director is elected, and ending at the close of the AGM two years later.
- (e) One-half of the directors, or so nearly to one-half as is reasonably practicable, must be elected each year, so that at the close of the AGM:
- (i) one-half of the directors, or so nearly to one-half as is reasonably practicable, have remaining terms of one year, and
 - (ii) one-half of the directors, or so nearly to one-half as is reasonably practicable, have remaining terms of two years.

A director may be elected to a term of one year so as to allow compliance with this bylaw.

- (f) A director may be re-elected.

- (g) A director who has been a director for seven consecutive years immediately ceases to be a director, and must not be elected or appointed as a director for one year.
- 6.4
- (a) In an election of directors, each member who has the right to vote has a number of votes equal to the number of directors to be elected, but must not cast more than one vote for a candidate.
 - (b) If at the date set for the close of nominations determined by the Board:
 - (i) there are fewer nominees than there are positions to be filled, the nominees must be declared to have been elected, or
 - (ii) the number of nominees equals the number of positions to be filled, the nominees must be declared to have been elected, or
 - (iii) the number of nominees exceeds the number of positions to be filled, an election must be held.
 - (c) If an election is required, ballots containing the names of the nominees must be sent to each member entitled to vote, along with instructions on how to complete and submit or return the ballot. For a ballot to be valid, the ballot must be completed in accordance with the instructions sent with the ballot and submitted or returned by the deadline described in the instructions.
 - (d) The Board must declare elected the nominees who received the most votes and may announce the elected directors in advance of the AGM, otherwise the results must be announced at the AGM.
- 6.5 A director ceases to be a director on:
- (a) the end of the director's term of office or appointment, unless the director is re-elected or re-appointed,
 - (b) resigning in writing,
 - (c) ceasing to be a member in good standing,
 - (d) death,
 - (e) becoming incapable of performing the duties of a director, or
 - (f) failing to attend three consecutive meetings of the Board without the consent of the Board, which must not be unreasonably withheld.
- 6.6 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.3.
- 6.7
- (a) The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
 - (b) The Board may by a resolution of which 75% of the directors then in office are in favour remove a director before the expiration of the director's term of office.

- 6.8 The Board may appoint a member who is qualified pursuant to bylaw 6.3 to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office. A director so appointed holds office until the next AGM, at which time an election must be conducted to fill the remainder of the term, if any.
- 6.9 (a) A director must be reimbursed for all expenses reasonably and necessarily incurred while engaged in the affairs of the Society.
- (b) A director may be reasonably remunerated for attendance at meetings of the Board.
- (c) The elected officers may be reasonably remunerated for performing their duties.
- 6.10 A director and a senior manager must comply with the provisions of the Act with regard to disclosure and to conflicts of interest.
- 6.11 An employee or contractor of the Society must not be a director for a period of one year after ceasing to be an employee or contractor.
- 6.12 The Society must indemnify a director or senior manager as permitted by the Act.

ARTICLE 7 PROCEEDINGS OF THE BOARD

- 7.1 (a) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- (b) Quorum at a meeting of the Board is a simple majority of the directors then in office, but must not be fewer than five.
- (c) A meeting of the Board may be called by:
- (i) the President, or
 - (ii) any three directors, or
 - (iii) resolution of the Board.
- (d) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by Canada Post or e-mail. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.
- (e) The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at that meeting.
- 7.2 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meetings of the Board need be sent to that director, and
 - (b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.4
- (a) Except where otherwise required, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.
 - (b) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
 - (c) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.
- 7.5
- A resolution in writing signed by 75% of the directors is as valid and effective as if regularly passed at a meeting of the Board.
- 7.6
- (a) The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee.
 - (b) The Board must by resolution determine the name, chair, members, authority and responsibilities of a committee.
 - (c) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next meeting of the Board.
- 7.7
- Subject to the Act and the bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

ARTICLE 8 OFFICERS

- 8.1
- (a) The Board must at its first meeting following the AGM elect from amongst the directors a President, a Vice-President, and a Treasurer, who are the elected officers, must elect or appoint a Secretary, and may elect or appoint such other officers as it deems necessary.
 - (b) The Board may:
 - (i) dismiss an elected officer at any time, and elect another director to take that person's place, and
 - (ii) elect a director to take the place of an elected officer who has ceased to hold office for any reason.
 - (c) An elected officer ceases to be an elected officer on:
 - (i) ceasing to be a director,
 - (ii) being dismissed pursuant to bylaw 8.1(b)(i), or
 - (iii) resigning in writing.

- 8.2 The President:
- (a) must supervise the other officers in the execution of their duties,
 - (b) must chair all meetings of the Board and all general meetings, and
 - (c) has the powers and duties generally pertaining to the office of President, subject to resolution of the Board.
- 8.3 In the absence or inability of the President, the Vice-President must perform the duties of the President.
- 8.4 The Secretary is responsible for doing, or making the necessary arrangements for:
- (a) issuing notices and taking minutes of general meetings and Board meetings,
 - (b) keeping the records and documents of the Society in accordance with the Act, including the register of members,
 - (c) conducting the correspondence of the Society, and
 - (d) filing the annual report and making any other filings with the Registrar pursuant to the Act.
- 8.5 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.
- 8.6 The Treasurer is responsible for doing, or making the necessary arrangements for:
- (a) receiving and banking all monies received by the Society,
 - (b) keeping accounting records in respect of the Society's financial transactions,
 - (c) preparing the Society's financial statements, and
 - (d) making the Society's filings with respect to taxes.
- 8.7 (a) The Board may appoint an Executive Director, who may also be titled the Chief Executive Officer or General Manager, and determine the remuneration and terms and conditions of employment of that person.
- (b) The Executive Director:
- (i) must be qualified pursuant to section 44 of the Act,
 - (ii) is an appointed officer and a senior manager within the meaning of the Act,
 - (iii) may be the Secretary,
 - (iv) reports to the Board, and
 - (v) may receive notice of, attend, and speak at, but not vote at, Board meetings.

**ARTICLE 9
BORROWING AND INVESTMENT**

- 9.1 The Society may by resolution of the Board borrow money, and issue bonds, debentures, notes or other evidence of debt obligations.
- 9.2 The Board must only invest the funds of the Society in investments in which a prudent investor might invest.
- 9.3 (a) A member may without charge inspect a record that the Society is required to keep pursuant to section 20 (1) of the Act.
- (b) The Board may by resolution restrict the members' rights to inspect the register of members, pursuant to section 25 of the Act.
- (c) A director may without charge inspect a record of the Society that the Society is required to keep pursuant to section 20 of the Act.
- (d) A person other than a member or director cannot inspect the records of the Society, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.
- 9.4 The Board must determine, by resolution, the:
- (a) financial year of the Society, and
- (b) signing officers of the Society, and their authority.

**ARTICLE 10
AUDITOR**

- 10.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 10.2 At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.
- 10.3 An auditor may be removed by ordinary resolution.
- 10.4 An auditor must be promptly informed in writing of appointment or removal.
- 10.5 The auditor may attend general meetings.
- 10.6 The Board must fill all vacancies arising in the office of auditor between AGMs.