

**Form 3**  
**SOCIETY ACT**  
**Constitution**

1. The name of the society is the Western Canada Automotive Business Association (the "Association").
2. The purposes of the Association are to:
  - a) Promote and advance the interests of its members and the automotive business of western Canada,
  - b) Provide programs and services to its members and the automotive business of western Canada,
  - c) Represent its members and the automotive business of western Canada to the public, governments, news media, and others,
  - d) Co-operate with governments, corporations, associations, and individuals in furtherance of these purposes,
  - e) Solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest devised, or otherwise, sell and convert property, both real and personal, into cash, and use the funds of the Association and the proceeds, income, and rents derived from any property of the Association in furtherance of these purposes,
  - f) Purchase, lease, sell or hold such property, equipment and materials as are deemed necessary to accomplish the Association's purposes, and
  - g) Do all such other things as may be incidental and ancillary to the attainment of these purposes.
3. The activities and purposes of the Association must be carried on without purpose of gain for its members, and any income, profits or other accretions must be used to promote the purposes of the Association. This provision is unalterable.

**BYLAWS**

***Part 1 - Interpretation***

- 1.1 In the constitution and these bylaws, unless the context requires otherwise:
  - a) "Act" means the Society Act,
  - b) "AGM" means an annual general meeting,
  - c) "Association" means Western Canada Automotive Business Association,
  - d) "Board" means the directors of the Association for the time being, acting as a body,
  - e) "director" means a director of the Association,
  - f) "general meeting" includes an AGM and a special general meeting,
  - g) "member" means a member of the Association,
  - h) "registered address" means a member's address as recorded in the register of members,

- i) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means,
- j) "constitution", "bylaws", "special resolution" and "ordinary resolution" have the meaning given to them in the Act, and
- k) the singular includes the plural and vice versa, unless the context requires otherwise.

**1.2** The definitions in the Act on the date these bylaws become effective apply to these bylaws.

**1.3** Each member is entitled to and the Association must on request give the member a copy of the constitution and bylaws without charge.

**1.4** The constitution and bylaws, where alterable, can only be amended by special resolution.

### ***Part 2 - Membership***

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

2) A member of the Association must support its purposes.

**2.2** 1) There are two categories of members, the applicants for incorporation and Full Members. An applicant for incorporation of the Association ceases to be a member after the first AGM.

2) A Full Member must be a business whose services and products include one or more of the following: automotive retailing, towing and recovery, mechanical repairs, collision repairs, tire repair and replacement, bailiffs, locksmiths, used car sales, auto rentals, hotrod and specialty automotive and parts, powersport vehicles, and such other services and products as the Board may determine.

3) The authorized representative of a Full Member in good standing has the rights to notice of, attend, speak and vote at a general meeting, and be a director.

4) An applicant for incorporation of the Association has the rights to notice of, attend, speak and vote at the first AGM.

**2.3** An application for membership or for renewal of membership must:

- a) be written and in a form approved by the Board,
- b) include the full name, address, e-mail address, and fax and telephone numbers of the applicant,
- c) be signed by the applicant,
- d) include proof satisfactory to the Board that the applicant meets the requirements of bylaw 2.2 (2), and the name(s) of the beneficial owner(s) of the applicant,
- e) appoint an authorized representative,
- f) provide such other information as the Board may reasonably require, and
- g) include annual membership dues (if any) and other applicable fees.

- 2.4** 1) A person may apply to the Board for membership, and becomes a member on:
- a) meeting the requirements of bylaws 2.2 and 2.3 , and
  - b) acceptance by the Board.
- 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership or renewal of membership.
- 3) The Board must fix the amount of annual membership dues, and the date by which those dues must be paid.
- 4) 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.
- 5) An application for membership received within 30 days before a general meeting must be postponed until after that meeting.
- 2.5** 1) Membership is not transferable.
- 2) Membership must be renewed annually, by a date set by the Board.
- 3) The Association must send a renewal notice to each member a reasonable time before that member's membership must be renewed.
- 4) A member who is renewing must comply with bylaw 2.3.
- 5) A membership cannot be renewed at a general meeting.
- 2.6** A member must promptly and in writing notify the Association of any change in the member's name, services and products, address, e-mail address, telephone number, or authorized representative, or if beneficial ownership of the member changes.
- 2.7** Every member and director must comply with:
- a) the Act,
  - b) the constitution and bylaws,
  - c) all resolutions, policies and regulations enacted by the Board, and
  - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.8** A member ceases to be a member on:
- a) in the case of an applicant for incorporation, at the adjournment of the first AGM,
  - b) delivering a written resignation to the Association,
  - c) death, or in the case of a member that is incorporated, on dissolution,
  - d) on having been a member not in good standing for 30 days, or
  - e) being expelled.
- 2.9** A member becomes a member not in good standing on failing to pay:
- a) a debt due and owing to the Association, or
  - b) annual membership dues by or before the date set for their payment.
- 2.10** 1) A member may be expelled by special resolution.

- 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 3) 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.

**2.11** A member may be suspended, disciplined, fine or expelled by resolution of the Board, provided that:

- a) not less than 2/3 of the directors then in office are in favour of the resolution,
- b) the suspension or expulsion is for substantive failure to comply with bylaw 2.7 or for conduct prejudicial to the Association, notice of which in either case has been given to the member,
- c) notice of the resolution is accompanied by a brief statement of the reason or reasons for the proposed suspension or expulsion, and
- d) the member is given reasonable notice of the resolution, and an opportunity to be heard at the meeting before the resolution is voted on.

### ***Part 3 - Meetings of Members***

- 3.1**
- 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
  - 2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
  - 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2**
- 1) The Board may, when it thinks fit, convene a special general meeting.
  - 2) The members may convene a general meeting pursuant to section 58 of the Act.

### ***Part 4 - Notice to Members***

- 4.1**
- 1) Notice of a general meeting must:
    - a) specify the place, date and hour of meeting, and, in case of special business, the general nature of that business,
    - b) include any special resolution to be proposed at the meeting, and
    - c) be given to all members not less than 30 days before the meeting.
  - 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.2**
- 1) Notice of a general meeting must be given to:
    - a) every member shown on the register of members on the day notice is given, and
    - b) the auditor, if any.
  - 2) No other person is entitled to receive a notice of general meeting, but a person who is not a member may be permitted to attend by the Board, or by ordinary resolution.
- 4.3** A notice may be given to a member either personally, by mail, by fax, or by e-mail or other electronic means to the member at the member's address, e-mail address, or fax number, as shown in the register of members.

- 4.4** 1) A notice sent by mail from the Association's business office is deemed to have been received:
- a) two days after being mailed, if to an address in Greater Vancouver or Fraser Valley Regional District, or
  - b) five days after being mailed, if to any other address.
- 2) A notice sent by fax or e-mail is deemed to have been received 24 hours after being sent.

***Part 5 - Proceedings at General Meetings***

- 5.1** 1) The business at an AGM is:
- a) the adoption of rules of order, if required,
  - b) minutes of the last AGM,
  - c) the report of the Board,
  - d) consideration of the financial statements,
  - e) the report of the auditor, if any,
  - f) appointment of the auditor, if any,
  - g) election of directors,
  - h) resolutions, if any, and
  - i) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 2) The business at a special general meeting is limited to:
- a) adoption of rules of order, if required, and
  - b) that set out in a requisition under section 58 of the Act, if applicable, and
  - c) that determined by the Board under bylaw 3.2.
- 5.2** 1) Quorum at a general meeting is 5% of Full Members in good standing, but not less than three such members, present at all times.
- 2) No business, other than the election of a chair if required and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than fourteen days later. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this bylaw need not be given to members not present.

- 5.4** 1) A general meeting may be adjourned from time to time and from place to place, 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.
- 2) When a general meeting is adjourned for more than fourteen days, notice of the adjourned meeting must be given as for the original meeting.
- 3) 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** 1) The Chair must chair each general meeting. If the Chair is not present, able, or willing to be chair, the Vice-Chair must chair the meeting. If neither the Chair nor the Vice-Chair is present, able or willing to be chair, the meeting must elect one of the other directors who is present to chair the meeting.
- 2) If none of the Chair, Vice-Chair, and the directors is present, able or willing to chair a general meeting, then the meeting must elect a member to be chair.
- 5.6** 1) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 2) 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 is defeated.
- 5.7** 1) A question, resolution or motion arising at a general meeting must be decided by a simple majority of votes, except where otherwise required.
- 2) Voting is by show of hands, except:
- where otherwise required, or
  - when a secret ballot is requested before a vote is taken, by a majority of members present, on a show of hands.
- 3) To have the right to vote, a person must be the authorized representative of a Full Member in good standing. The applicants for incorporation, as such, have the right to vote at the first AGM only.
- 5.8** 1) Proxy voting is permitted, subject to the following conditions:
- a proxy must be held by a Full Member in good standing,
  - a member cannot hold more than three proxies, and
  - a proxy is only valid for the general meeting specified on its face.
- 2) An 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 Western Canada Automotive Business Association on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment thereof.*
- Signed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.*
- 3) A proxy must be delivered to the Secretary not less than 15 minutes before the time appointed for the meeting.

**5.9** Subject to the Act and these 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.

### ***Part 6 – Board of Directors***

**6.1** The Board may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, subject to:

- a) the constitution and the bylaws, and
- b) all laws affecting the Association.

- 6.2**
- 1) The first directors are the applicants for incorporation of the Association, who have a term of office ending at the first AGM, and who must choose the elected officers from amongst their number.
  - 2) The directors are the Chair, Vice-Chair, and Secretary-Treasurer, who are the elected officers, and two directors at large.
  - 3) A director has a normal term of office of two years, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM two years later.
  - 4) One half of the directors, or so nearly to one half as is required, must be elected at the AGM, so that at the adjournment of the meeting:
    - a) One half of the directors, or so nearly to one half as is reasonably practicable, have remaining terms of one year, and
    - b) 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 comply with this bylaw.

- 5) Nominations at the AGM are prohibited, unless there is no nominee for a position.
- 6) A separate election must be held for each position to be filled.
- 7) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or there is only one nominee for a position, in which case the nominee must be declared to be elected.
- 8) A person who has been a director for five consecutive years forthwith ceases to be a director, and is not eligible to be elected or appointed as a director for one year.
- 9) At the first AGM:
  - a) The Chair, Secretary-Treasurer and one director at large must be elected for two year terms, and
  - b) The Vice-Chair and one director at large must be elected for one year terms.

- 6.3**
- 1) The Board must, not less than 60 days before the AGM:
    - a) Appoint a Nominations Committee made up of not less than three members,
    - b) Appoint the chair of the committee, and
    - c) Give notice of the election by means it deems effective.

A member of the Nominations Committee must not be a nominee at that AGM.

2) The Nominations Committee must nominate, and solicit the nomination of, not less than sufficient qualified nominees to fill the expected vacancies, and may nominate more nominees than there are positions.

3) A nominee must:

- a) be nominated prior to the AGM,
- b) be the authorized representative of a Full Member in good standing,
- c) consent to the nomination,
- d) in the case of a nominee to be an elected officer, have been a director for not less than one year of the preceding three, except at the first and second AGMs,
- e) be nominated by the Nominations Committee, the Board, or three Full Members, and
- f) not be disqualified from being a director of a company under section 124 of the Business Corporations Act.

4) The Nominations Committee must, so far as is reasonably practicable, ensure that the nominees, taken together with the directors, are reasonably representative of the diversity of the members.

5) The Nominations Committee must report to the Board not less than fourteen days before the AGM.

**6.4** A director forthwith ceases to be a director on:

- a) the end of the director's term of office, unless the director is re-elected,
- b) resigning in writing,
- c) ceasing to be the authorized representative of a Full Member in good standing,
- d) becoming subject to bylaw 6.2 (8),
- e) death, or the dissolution of the Full Member of which a director is the authorized representative,
- f) becoming unable to perform the duties of a director due to physical or mental disability, or
- g) failing to attend three meetings of the Board without the prior consent of the Board, which consent must not be unreasonably withheld.

**6.5** 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 6.2.

**6.6** The members may by special resolution remove a director before the expiration of the director's term of office, and elect a successor to complete the term of office.

**6.7** The Board may appoint a member as a director to fill a vacancy amongst the directors until the next AGM.

**6.8** A director must not be remunerated for being or acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association. An elected officer may be remunerated for being and acting as such.



## ***Part 7 - Proceedings of the Board***

- 7.1** 1) 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.
- 2) Quorum at a meeting of the Board is a simple majority of directors then in office, but not less than three.
- 3) A meeting of the Board may be called by:
- a) the Chair, or
  - b) any three directors, or
  - c) resolution of the Board.
- 4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or fax. Notice of a meeting of the Board must be given not less than five days before the meeting, unless notice is waived by all directors.
- 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** 1) Except where otherwise required, a question, resolution or motion arising at a meeting of the Board must be decided by a simple majority.
- 2) A resolution proposed at a meeting of the Board need not be seconded, and the chair of such a meeting may move or propose a resolution.
- 3) In the case of an equality of votes at a meeting of the Board, 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 all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 7.6** 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and determine the name, members, chair, duties, authority, and responsibility of each committee.
- 2) 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 Board.
- 3) The chair of a committee must be a director.
- 4) Subject to the bylaws and a resolution of the Board, a committee may meet and determine its procedures as it deems fit.
- 7.7** Subject to the Act and these 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.

## ***Part 8 – Directors’ Duties, Conflicts & Indemnification***

**8.1** 1) A director must:

- a) act honestly and in good faith and in the best interests of the Association, and
- b) exercise the care, diligence and skill of a reasonably prudent person,

in exercising the powers and performing the functions of a director.

2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Association.

**8.2** Nothing in a contract, the constitution or bylaws, or the circumstances of a director’s appointment, relieves a director from:

- a) the duty to act in accordance with the Act and the regulations, or
- b) a liability that by a rule of law 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 Association.

**8.3** A director who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extent of the interest to each of the other directors.

**8.4** 1) A director referred to in bylaw 8.3 must account to the Association for profit made as a consequence of the Association entering into or performing the proposed contract or transaction:

- a) unless:
  - i) the director discloses the interest as required by bylaw 8.3,
  - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
  - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
- b) unless:
  - i) the contract or transaction was reasonable and fair to the Association at the time it was entered into, and
  - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in bylaw 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

**8.5** The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Association does not make the contract or transaction void, but, if the matters referred to in bylaw 8.4(1)(a) or (b) have not occurred, the court may, on the application of the Association or an interested person, do any of the following:

- a) prohibit the Association from entering into the proposed contract or transaction,
- b) set aside the contract or transaction, or

- c) make any order that it considers appropriate.

**8.6** Subject to court approval, the Association must indemnify a director or former director of the Association, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Association, if:

- a) the director acted honestly and in good faith with a view to the best interests of the Association, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

### ***Part 9 – Officers***

**9.1** 1) If the Chair, Vice-Chair, or Secretary-Treasurer ceases to hold office between AGMs, the Board may elect a director to take the place of that person.

2) The Chair, Vice-Chair, or Secretary-Treasurer ceases to hold office on:

- a) the end of the officer's term of office,
- b) resignation, or
- c) ceasing to be a director under bylaw 6.4.

**9.2** The Chair:

- a) must chair all meetings of the Board and all general meetings,
- b) must supervise the other officers in the execution of their duties,
- c) has the right to notice of, to attend and to speak at meetings of all committees, and to vote as a member of a committee when so appointed by the Board, and
- d) must perform such other duties as may be directed by the Board.

**9.3** The Vice-Chair must:

- a) perform the duties of the Chair, in the Chair's absence or inability to act, and
- b) perform such other duties as may be directed by the Board.

**9.4** The Secretary-Treasurer must:

- a) issue notices and keep minutes of meetings of the Association and the Board,
- b) conduct the correspondence of the Association,
- c) have custody of all records and documents of the Association except those required to be kept by the Treasurer,
- d) have custody of the common seal of the Association, if any,
- e) maintain the register of members,
- f) keep the financial records, including books of account, necessary to comply with the Act, and
- g) render financial statements to the Board, members, and others when required.

**9.5** The Board may delegate performance of the duties of the Secretary-Treasurer to an employee or contractor.

**9.6** 1) The Board must appoint a Chief Executive Officer, and set the remuneration and terms and conditions of employment of that person.

2) The Chief Executive Officer:

- a) is an appointed officer, and may also be titled the executive director or general manager,
- b) must subject to the direction of the Board manage the operations of the Society,
- c) reports to the Board, and
- d) has the right to notice of, attend, and speak at, but not to vote at, meetings of the Board.

### ***Part 10 – Finance***

**10.1** 1) In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.

2) A debenture or mortgage must not be issued unless it has been approved by a special resolution.

3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.

**10.2** The Association must invest its funds as determined by the Board, subject to the Board exercising the judgment and care, under the circumstances then prevailing, which persons of prudence, character and intelligence exercise in the management of their own affairs.

**10.3** Subject to the Personal Information Protection Act and any other applicable law requiring otherwise, the documents of the Association may be inspected by a member or director on reasonable notice to the Association.

**10.4** The Board must determine by resolution:

- a) The financial year of the Association, and
- b) The signing officers.

**10.5** The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place, and may by resolution prescribe the conditions for use of the seal.

### ***Part 11 – Auditor***

**11.1** This Part applies only where the Association is required or has resolved to have an auditor.

**11.2** At each AGM the Association 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.

- 11.3 An auditor may be removed by ordinary resolution.
- 11.4 An auditor must be promptly informed in writing of appointment or removal.
- 11.5 A director, member or employee of the Association must not be auditor.
- 11.6 The auditor may attend general meetings.
- 11.7 The Board must fill all vacancies arising in the office of auditor between AGMs.

### **Part 12 – Divisions**

- 12.01
  - 1) The Board may establish Divisions, based on geography, business interests, services, products, or other considerations, and permit or require members to become members of one or more Divisions.
  - 2) The Board must establish rules, regulations and policies governing the establishment and operation of Divisions, and may agree in writing with a Division as to the authority and responsibility to be held and exercised by that Division.
  - 3) A Division must have a board of not less than three directors.
  - 4) A Division, and its directors, must comply with the constitution and bylaws, and any rules, regulations and policies made by the Board for the establishment and operation of Divisions.
  - 5) Annual membership dues for members of a Division, and the date by which they must be paid, must be set by the Board.
- 12.02
  - 1) A Division must hold a general meeting of its members each year, and must provide reasonable notice of that meeting to them.
  - 2) Quorum at a general meeting of a Division is 10% of the members of the Division present, but must not be less than three.
  - 3) Proxy voting at a general meeting of a Division is prohibited.
- 12.03
  - 1) A director of a Division has a two year term, beginning when the director is elected and ending two years later.
  - 2) The election of directors of a Division must take place at its general meeting.
  - 3) Not less than one of the directors of a Division must be a director of the Association.
- 12.04
  - 1) The directors of a Division must manage the affairs of the Division, appoint such officers as they deem necessary, and meet at least three times each year. Quorum at a meeting of the directors of a Division is a majority of the directors.
  - 2) The directors of a Division must:
    - a) keep minutes of all meetings of the members and directors of the Division, and send them to the Association within 30 days after such meetings,
    - b) organize events and information to assist its members,
    - c) make recommendations to the Board on matters of local and provincial interest, and
    - d) undertake such other activities as the Board may direct.
  - 3) The directors of a Division must prepare an annual budget, approved by the members of the Division, and submitted to the Board not more than 30 days thereafter.

4) A Division and its directors must not open a bank account or pledge the credit of the Association without the prior written consent of the Board.

**Executed in five counter-parts and dated at Abbotsford, B.C., this 6<sup>th</sup> day of June, 2012.**

**Witness**

**Applicant for Incorporation**

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Anders Ivar Ourom  
4327 West 10th Avenue  
Vancouver, B.C.  
V6R 4P2

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James Alden Davis  
19683 Silver Skagit Road  
Hope, B.C.  
V0X 1L2

4) A Division and its directors must not open a bank account or pledge the credit of the Association without the prior written consent of the Board.

**Executed in five counter-parts and dated at Abbotsford, B.C., this 6<sup>th</sup> day of June, 2012.**

**Witness**

**Applicant for Incorporation**

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Anders Ivar Ourom  
4327 West 10th Avenue  
Vancouver, B.C.  
V6R 4P2

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Jason Thomas Davis  
38130 Old Yale Road  
Abbotsford, B.C.  
V3G 1X3

4) A Division and its directors must not open a bank account or pledge the credit of the Association without the prior written consent of the Board.

**Executed in five counter-parts and dated at Abbotsford, B.C., this 6<sup>th</sup> day of June, 2012.**

**Witness**

**Applicant for Incorporation**

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Anders Ivar Ourom  
4327 West 10<sup>th</sup> Avenue  
Vancouver, B.C.  
V6R 4P2

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Garry Edward William Leach  
1025 – 10<sup>th</sup> Avenue North  
Golden, B.C.  
V0A 1H2



4) A Division and its directors must not open a bank account or pledge the credit of the Association without the prior written consent of the Board.

**Executed in five counter-parts and dated at Merritt, B.C., this \_\_\_\_\_ day of June, 2012.**

**Witness**

**Applicant for Incorporation**

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Jack Thomas Lutz  
1141 McFarlane Way, P.O. Box 3134  
Merritt, B.C.  
V1K 1B8

4) A Division and its directors must not open a bank account or pledge the credit of the Association without the prior written consent of the Board.

**Executed in five counter-parts and dated at Chase, B.C., this \_\_\_\_\_ day of June, 2012.**

**Witness**

**Applicant for Incorporation**

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Donald Michael Kleinfelder  
1253 Hepburn Road  
Chase, B.C.  
V0E 1M1