

BRITISH COLUMBIA ASSOCIATION OF KINESIOLOGISTS

Society Number S-28381

CONSTITUTION

1. The name of the society is British Columbia Association of Kinesiologists.
2. The purposes of the Society are to:
 - a) Promote and advance the interests of its members and the kinesiologists of British Columbia,
 - b) Provide programs and services to its members and the kinesiologists of British Columbia,
 - c) Represent its members and the kinesiologists of British Columbia to the public, governments, news media, other health care professions, the health care industry, and others,
 - d) Adopt and promote a code of ethics for members and other kinesiologists,
 - e) Co-operate with organizations representing kinesiologists in other Canadian provinces and territories, and elsewhere,
 - f) Co-operate with governments and with other associations, corporations, and persons to advance these purposes,
 - g) Solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest devised, or otherwise, selling and converting property, both real and personal, into cash, and use the funds of the Society and the proceeds, income, and rents derived from any property of the Society in furtherance of the purposes set out above,
 - h) Purchase, lease, sell or hold such property, equipment and materials as are deemed necessary to accomplish the Society's purposes, and
 - i) Do all such other things as may be necessary or conducive to the attainment of these purposes.
3. The purposes of the Association shall be carried out with purpose of gain for its members and any profits or other accretions to the Associations shall be used for promoting its purposes.
4. In the event of the dissolution of the Association funds and assets of the Association remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the Association at the time of dissolution provided that such organization or shall be a registered charity recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in force. If effect cannot be given to the aforesaid provisions then such funds shall be given or transferred to a suitable level of local government.
5. [Clause 5 was rescinded on October 31st, 2008, and not replaced.]
6. Paragraphs 3, 4 and 6 of this Constitution are unalterable in accordance with the Society Act.

BYLAWS

Part 1 - Interpretation

- 1.1 In the constitution and these bylaws,
- a) "Act" means the Society 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) "director" means a director of the Society,
 - e) "general meeting" includes an AGM and a special general meeting,
 - f) "kinesiologist" means a person educated in kinesiology,
 - g) "kinesiology" means the science and study of human movement, structure and function, and "the practice of kinesiology" means the assessment of human movement and performance and its rehabilitation and management to maintain, rehabilitate or enhance movement and performance,
 - h) "member" means a member of the Society,
 - i) "registered address" means a member's address as recorded in the register of members,
 - j) "Society" means British Columbia Association of Kinesiologists,
 - k) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
 - l) "constitution", "bylaws", "special resolution" and "ordinary resolution" have the meaning given to them in the Act,
 - m) the singular includes the plural and vice versa, and
 - n) persons include corporations and associations.

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 Society must on request give the member a copy of the constitution and bylaws upon payment of a fee determined by the Board, but that fee must not exceed \$1.

1.4 The constitution and bylaws can only be amended by special resolution.

Part 2 - Membership

2.1 The members of the Society 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.

2.2 1) There are five categories of members: Practicing, Non-Practicing, Student, Academic, and Associate.

2) A Practicing Member is a person who

- a) has received a four year university degree in kinesiology from a post-secondary educational institution in Canada that is recognized by the Board, or who has educational qualifications deemed by the Board to be equivalent,

- b) is employed or practices in British Columbia as a kinesiologist, and
 - c) meets the continuing education requirements set by the Board.
- 3) A Non-Practicing Member is a person who
- a) was but no longer is a Practicing Member, and
 - b) is not currently employed or practicing in British Columbia as a kinesiologist.
- 4) A Student Member is a person who is enrolled in a course of studies leading to a bachelor's, master's or doctoral degree in kinesiology from a post-secondary educational institution in Canada that is recognized by the Board.
- 5) An Academic Member is a person who is or was employed as a professor, instructor, or member of the faculty of a post-secondary educational institution in Canada that is recognized by the Board, in a faculty or department which offers courses in kinesiology, human kinetics, and related subjects.
- 6) An Associate Member is a corporation, association, organization, or individual that supports the purposes of the Society.
- 7) All members are entitled to notice of, to attend, and to speak at general meetings. Only Practicing Members and Non-Practicing Members are entitled to vote. Only Practicing Members are entitled to be directors, elected officers, or chairs of committees.

2.3 Applications for membership must

- a) be written and in a form approved by the Board,
- b) include the full name, address, e-mail address, and telephone number of the applicant,
- c) indicate the category of member the applicant wishes to belong to, and
- d) include annual membership dues and other applicable fees.

2.4 1) A person may apply to the Board for membership, and becomes a member on

- a) satisfying bylaws 2.2 and 2.3 ,
- b) acceptance by the Board, and
- c) payment of annual membership dues and other applicable fees.

2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.

3) The amounts of annual membership dues and membership application fees for all categories of Members must be set by resolution of the Board. The Board may reduce or waive membership dues for a member or a class of Members where it is just and equitable to do so, but if it does so, must inform all Members annually of the reduction or waiver, and the reasons for it.

4) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each class must be determined by resolution of the Board.

5) The Board may require that one or more categories of members become and continue as members in good standing of the Canadian Kinesiology Alliance/Alliance Canadienne de Kinésiologie.

6) The Board may require that a Practicing or a Non-Practicing Member show proof of adequate professional liability insurance in the member's name, or in the name of the

- member's employer if applicable, or purchase such insurance, as a condition of such a member joining or renewing.
- 2.5
- 1) Membership is not transferable.
 - 2) Membership is from January 1st – December 31st each year, and must be renewed annually, on or before a date set by the Board.
 - 3) The Society must send a membership renewal notice to all members not later than November 30th each year.
 - 4) A member who is renewing must comply with bylaws 2.3 (a), (b) and (d) and 2.4 (5) and (6) if applicable.
 - 5) The Board may determine reasonable fees for late renewal and reinstatement of membership.
- 2.6 Every member and director must comply with
- a) the Act,
 - b) the constitution and bylaws,
 - c) all policies and regulations created by the Board, including a code of ethics and conduct, 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, or
 - d) 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) annual membership dues by or before the date set for their payment.
- 2.9
- 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.
- 2.10
- 1) A member may be suspended by resolution of the Board, provided that
 - a) at least 2/3 of the directors then in office are in favour of the resolution,
 - b) the suspension is for a substantive failure to comply with the constitution or bylaws, or for conduct prejudicial to the Society, 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, 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.
- 2) A suspension under this bylaw ends not later than the adjournment of the next following general meeting, and cannot be renewed.

Part 3 - Meetings of Members

- 3.1 General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
- 3.2 An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
- 3.3 Every general meeting, other than an AGM, is a special general meeting.
- 3.4 The Board may, when it thinks fit, convene a special general meeting.
- 3.5 1) The Board, on the requisition of 10% or more of the Practicing and Non-Practicing Members, must convene a special general meeting without delay.
- 2) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must
- a) state the purpose of the special general meeting,
 - b) be signed by the requisitionists, and
 - c) be delivered or sent by registered mail to the address of the Society.
- 3) If, within 21 days after the date of the delivery of the requisition, the Board does not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition.
- 4) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.

Part 4 - Notice to Members

- 4.1 1) Notice of a general meeting must
- a) specify the place, day 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.
- 2) 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 facsimile transmission, or by electronic mail to the member at the member's address, electronic mail address, or facsimile number, as shown in the register of members.

4.4 A member must promptly and in writing notify the Society of any change in the member's name, home address, electronic mail address, facsimile or telephone numbers, or authorized representative.

4.5 1) A notice sent by mail from the Society's business office is deemed to have been received

a) two days after being mailed, if to an address in Greater Vancouver Regional District or Fraser Valley Regional District, or

b) five days after being mailed, if to any other address.

2) A notice sent by facsimile transmission or electronic mail is deemed to have been received 24 hours after being sent.

Part 5 - Proceedings at General Meetings

5.1 Special business is

a) all business at a special general meeting except the adoption of rules of order, and

b) all business at an AGM, except

i) adoption of rules of order,

ii) the report of the Board,

iii) consideration of the financial statements,

iv) the report of the auditor, if any,

v) appointment of the auditor, if any,

vi) election of directors,

vii) resolutions, if any,

viii) 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.

5.2 1) Quorum at a general meeting is 5% of all Practicing and Non-Practicing Members, but not less than three such members, personally present at all times.

2) No business, other than the election of a chair 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 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 President, the Vice-President, or one of the other directors present, must preside as chair of a general meeting.
- 2) If at a general meeting there is no President, Vice-President or other director present within 15 minutes after the time appointed for holding the meeting, or the President, Vice-President, and all other directors present are unwilling or unable to act as chair, those members in good standing who are present must choose one of their number to be chair.
- 5.6 1) 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.
- 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 5.7 1) Voting is by show of hands, except where otherwise required, or when a ballot is requested by a majority of members present, on a show of hands.
- 2) Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.
- 3) Each Practicing and Non-Practicing Member has the right to one vote.
- 5.8 1) Proxy voting is permitted on special resolutions, and otherwise prohibited.
- 2) A Practicing or Non-Practicing Member may appoint another such member to vote as the member's proxy at a general meeting.
- 3) A member must not hold more than one proxy.
- 4) 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 the British Columbia Association of Kinesiologists on the _____ day of _____, 20____, and at any adjournment thereof.*
- Signed at _____ this _____ day of _____, 20____.*
- 5) A proxy must be delivered to the Secretary at least 15 minutes before the time appointed for a 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 of the Society, and do all the things that the Society may do, subject to
- a) the constitution and the bylaws, and
 - b) all laws affecting the Society.

- 6.2
- 1) The number of the directors must be determined by ordinary resolution at the AGM, but must not be fewer than seven or more than eleven.
 - 2) A director has a normal term of office of two years.
 - 3) One half of the directors, or so near to one half as is reasonably practicable, must be elected at each AGM. Each Practicing or Non-Practicing Member present in person or by proxy has as many votes as there are positions to be filled.
 - 4) At the adjournment of each AGM
 - a) one half of the directors, or so near to one half as is reasonably practicable, must have remaining terms of two years, and
 - b) one half of the directors, or so near to one half as is reasonably practicable, must have remaining terms of one year.

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

- 5) A director must not be a director for more than six consecutive years. A director who has been a director for six consecutive years ceases to be a director, and must not be elected or appointed or hold office as a director for 365 days after that date.
- 6) Directors take office at the adjournment of the AGM at which they are elected, or when appointed.
- 7) A director, and a candidate for election as a director, must be
 - a) a Practicing Member in good standing, and
 - b) not disqualified from being a director of a company under section 124 of the Business Corporations Act.
- 8) An election must be by secret ballot, unless
 - a) the members present unanimously agree that the election be by show of hands, or
 - b) there is only one candidate for a position, in which case the candidate must be declared to be elected.

- 6.3
- 1) A candidate for election as a director must
 - a) be nominated in writing by two Practicing Members in good standing, or by the Board,
 - b) consent to the nomination, and
 - c) present the nomination to the Society not less than 30 days before the AGM.
 - 2) A list of candidates, together with a biographical statement of not more than 500 words written by each candidate, must be sent to each member in good standing who has the right to vote not less than 14 days before the AGM.
 - 3) Nominations from the floor of the AGM are prohibited, unless there are fewer candidates than there are positions to be filled

- 6.4
- A director 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 a Practicing Member in good standing,

- d) death,
- e) becoming unable to perform the duties of a director due to physical or mental disability, or
- f) failing to attend three consecutive meetings of the Board without the authorization of the Board.

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 may elect a successor to complete the term of office.

6.7 1) The Board may appoint a Practicing Member in good standing as a director to fill a vacancy in the Board.

2) A director so appointed holds office only until the adjournment of the next AGM, at which time an election must be held to fill the remainder of the term (if any). The appointed director is eligible to be elected.

6.8 A director

- a) must be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society, and
- b) may be paid an honorarium, stipend or other remuneration for being and acting as a director, subject to it being approved in advance by ordinary resolution.

6.9 Subject to court approval, the Society must indemnify a director or former director of the Society, 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 Society, if

- a) the director acted honestly and in good faith with a view to the best interests of the Society, 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 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 majority of directors then in office, but not less than five.

3) A meeting of the Board may be called by

- a) the President, 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 facsimile transmission. 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.

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, questions arising at meetings of the Board and committees must be decided by a majority of votes.

2) 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.

3) 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 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 appoint the members and chair of each committee. The Board must determine the titles of any committees it creates, and the titles of the chairs of those committees.

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 those powers to the earliest meeting of the Board to be held next after it has been done.

3) A person who is not a member may be a member of a committee.

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 and Conflicts

8.1 1) A director must

- a) act honestly and in good faith and in the best interests of the Society, 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 Society.

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 Society.

8.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society 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 Society for profit made as a consequence of the Society 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 Society 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 Society 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 Society or an interested person, do any of the following:

- a) prohibit the Society 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 1) A director must not be an employee or contractor of the Society for a period of one year after ceasing to be a director.
- 2) 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.

Part 9 – Officers

- 9.1 1) The Board must at its first meeting following the AGM elect from amongst the directors a President, a Vice-President, a Secretary, and a Treasurer, who are the elected officers, and who have a normal term of office ending at the adjournment of the next following AGM.
- 2) The Board may
- a) dismiss an elected officer at any time, and elect another director to take that person's place, and
 - b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.
- 3) An elected officer ceases to be an elected officer on
- a) ceasing to be a director,

- b) resigning in writing, or
 - c) resolution of the Board.
- 9.2 1) The Board may appoint an Executive Director, and set the remuneration and terms and conditions of employment of that person.
- 2) The Executive Director
 - a) is an appointed officer,
 - b) may also be titled the chief executive officer or general manager, and
 - c) is entitled to notice of, to attend, and to speak at, but not to vote at, meetings of the Board.
- 9.2 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 any restrictions imposed by the Board.
- 9.3 The Vice-President, in the President's absence, must perform the duties of the President.
- 9.4 The Secretary must
 - a) issue notices and keep minutes of meetings of the Society and the Board,
 - b) conduct the correspondence of the Society,
 - c) have custody of all records and documents of the Society except those which must be kept by the treasurer,
 - d) have custody of the common seal of the Society, if any, and
 - e) maintain the register of members.
- 9.5 In the absence of the Secretary from a meeting, the Board must appoint another person to act as Secretary.
- 9.6 The Treasurer must
 - a) keep the financial records, including books of account, necessary to comply with the Act, and
 - b) render financial statements to the Board, members, and others when required.
- 9.7 The President, Vice-President, Secretary and Treasurer
 - a) must be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society, and
 - b) may be paid an honorarium, stipend or other remuneration for being and acting as elected officers, subject to it being approved in advance by ordinary resolution.

Part 10 – Borrowing and Investment

- 10.1 1) In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, 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 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 Board may invest the funds of the Society in such manner and in such securities, properties and investments as the Board in its absolute discretion deems in the best interests of the Society.
- 10.3
- 1) The financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice.
 - 2) The other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board.
 - 3) The documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.
- 10.4 The Board must determine, by resolution, the
- a) financial year of the Society, and
 - b) signing officers of the Society, and their authority.

Part 11 - Seal

- 11.1 The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 11.2 The common seal must 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 the Vice-President or the President and the Treasurer.

Part 12 – Auditor

- 12.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 12.2 At each AGM the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.
- 12.3 An auditor may be removed by ordinary resolution.
- 12.4 An auditor must be promptly informed in writing of appointment or removal.
- 12.5 No director and no employee of the Society can be auditor.
- 12.6 The auditor may attend general meetings.
- 12.7 The Board must fill all vacancies arising in the office of auditor between AGMs.