



CONSTITUTION & BYLAWS

Incorporate December 7th, 1964 (#7026)

CONSTITUTION

1. The name of the society is Judo BC (the “Society”).
2. The purpose of the Society is to organize, regulate, govern, promote and advance Judo in British Columbia, by:
 - a) setting standards for Judo, including for athletes, coaches, clubs, referees, officials, and competitions,
 - b) setting and enforcing rules of the sport and a code of conduct for members, athletes, coaches, clubs, referees, officials and others,
 - c) organizing competitions, setting standards for the organization and conduct of competitions, and licensing competitions and organizers of competitions,
 - d) disciplining members, athletes, coaches, clubs, referees, officials and others,
 - e) representing Judo to the public, governments, and the news media,
 - f) co-operating with other Judo associations in Canada and elsewhere,
 - g) co-operating with governments, individuals, corporations, associations and others in furtherance of these purposes,
 - h) soliciting, collecting, receiving, acquiring, holding and investing 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 using the funds of the Association and the proceeds, income, and rents derived from any property of the Association in furtherance of the purposes set out above,
 - i) purchasing, leasing, selling or holding such property, equipment and materials as are deemed necessary to accomplish the Association purposes, and
 - j) doing all such things as may be incidental and ancillary to the attainment of these purposes.
3. The purposes of Judo BC shall be carried out on a non-profit basis with surplus or properties of all kinds being used for the furtherance of it purpose. This provision shall be unalterable.
4. Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations having a similar charitable purposes. This provision shall be unalterable.
5. A director must not be remunerated for being or acting as a director, but may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association. This provision is unalterable.”

BY LAWS OF JUDO BC

Part 1 – Interpretation

- 1.1 In the constitution and these bylaws, unless the context requires otherwise:
- a) “Act” means the Society Act from time to time in force, and any amendments to it,
 - 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) “Judo Canada” means that corporate body which governs Judo in Canada,
 - 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” means Judo BC,
 - j) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means,
 - k) “constitution”, “bylaws”, “special resolution” and “ordinary resolution” have the meaning given to them in the Act,
 - l) the singular includes the plural and *vice versa*, unless the context requires otherwise, and
 - m) persons include corporations and associations, whether or not incorporated.
- 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 without charge.
- 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: Voting, Club, Associate, Youth, and Honourary Members.

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- 2) A Voting Member is a person who holds a black belt degree recognized by Judo Canada, and who is:
 - a) 18 years of age or older,
 - b) a citizen or permanent resident of Canada, and
 - c) ordinarily resident in British Columbia.
 - 3) A Club Member is a society, club, association, or corporation that:
 - a) carries on business in British Columbia, and
 - b) promotes and supports Judo in British Columbia.
 - 4) An Associate Member is an individual who is:
 - a) 18 years of age or older,
 - b) a member in good standing of a Club Member, and
 - c) ordinarily resident in British Columbia.
 - 5) A Youth Member is an individual who is:
 - a) fewer than 18 years of age,
 - b) a member in good standing of a Club Member, and
 - c) ordinarily resident in British Columbia.
 - 6) An Honourary Member is:
 - a) an individual who has made an extraordinary contribution to the Society or to Judo in British Columbia or both, and
 - b) appointed for life by special resolution.
 - 7) Voting Members in good standing and Honourary Members have the right to vote.
 - 8) Voting Members and Honourary Members have the right to notice of, to attend, and to speak at general meetings. The Board may give notice of general meetings to Club, Associate and Youth Members, and permit them to attend those meetings.
- 2.3
- 1) An application for membership or for renewal of membership must:
 - a) be in writing and in a form approved by the Board,
 - b) except in the case of an Honourary Member, include the applicable membership dues,
 - c) include the full name, date of birth, rank, home address, e-mail address, and telephone numbers of the applicant,
 - d) in the case of a Club Member, include a complete membership list, and
 - e) provide such other information as the Board may reasonably require.
 - 2) The Board may require that an applicant for membership, or for renewal of membership:
 - a) become or continue to be a member of Judo Canada, and pay any required membership dues, and
 - b) execute a disclosure of risks and a release, waiver or indemnification, or that the parent or guardian of a Youth Member execute such a document.

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- 2.4
- 1) A person may apply to the Board for membership, and becomes a member on:
 - a) complying with bylaws 2.2 and 2.3 , and
 - b) approval by the Board.
 - 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
 - 3) The amount of annual membership dues for all categories of members except Honourary Members must be set by ordinary resolution at the AGM.
 - 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.
- 2.5
- 1) Membership is not transferable.
 - 2) Membership must be renewed annually, by or before a date set by the Board.
 - 3) The Society must send a membership renewal notice to all members not less than 30 days before the date on which membership must be renewed.
 - 4) A member who is renewing must comply with bylaws 2.2 and 2.3, and pay required membership dues.
 - 5) A Club Member must:
 - a) forthwith notify the Society if it suspends or expels any of its members, and
 - b) provide the Society with a copy of its register of members, on request.
- 2.6
- Every member and director must comply with:
- a) the Act,
 - b) the constitution and bylaws,
 - c) all policies, regulations, rules and any code of conduct enacted by the Board, 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, or in the case of a Club Member that is incorporated, on dissolution,
 - 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 under bylaw 2.5 (2).

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- 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 for conduct substantially prejudicial to the Society, by a resolution of which not less than 75% of the directors then in office are in favour.
 - 2) A member who is the subject of a proposed directors' resolution for suspension must where reasonably practicable be given:
 - a) reasonable notice of the meeting at which it will be proposed,
 - b) a brief statement of the reason or reasons for the proposed suspension, and
 - c) a reasonable opportunity to be heard at the meeting before the resolution is voted on.
 - 3) A suspension under this bylaw ends at the next following general meeting.

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
- The Board may, when it thinks fit, convene a special general meeting.
- 3.3
- 1) The Board, on the requisition of 10% of the Voting Members and Honourary 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, 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 14 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 Voting Member and Honourary Member shown on the register of members on the day notice is given, and
 - b) the auditor, if the Society has resolved or is required to have one.
- 2) No other person is entitled to receive a notice of general meeting.
- 3) Notice of a general meeting may be given to Club, Associate and Youth Members.
- 4.3 A notice may be given to a member either personally, by mail, or by e-mail or other electronic means to the member's address, or e-mail address, 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, e-mail address, or telephone numbers.
- 4.5 1) A notice sent by mail from the Society's 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.
- a) 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,

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- f) appointment of the auditor, if required,
 - 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 bylaw 3.3, if applicable, and
 - c) that determined by the Board under bylaw 3.2.
- 5.2
- 1) Quorum at a general meeting is 20% of the Voting Members in good standing and Honourary Members present at all times in person or by proxy, but never less than three.
 - 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 can 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 President must chair each general meeting. If the President is not present, able, or willing to be chair, the First Vice-President must chair the meeting. If neither the President nor the First Vice-President 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 President, First Vice-President, and the directors is present, or 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 fails.
- 5.7 1) A question arising at a general meeting must be decided by a 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) Each Voting Member in good standing and Honourary Member present at a general meeting has the right to one vote.
- 5.8 1) Proxy voting by a Voting Member or an Honourary Member is permitted, subject to the following conditions:
- a proxy must be held by a Voting Member or Honourary Member,
 - a member cannot hold more than ten 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 Judo British Columbia on
 the _____ day of _____, 20____, and at any adjournment thereof.
 Signed at _____ this _____ day of _____, 20_____*
- _____
- (signature)*
- 3) A proxy must be delivered to the Secretary not less than 30 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
- 1) The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by the bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject to:
 - a) all laws affecting the Society,
 - b) the constitution and the bylaws, and
 - c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society to govern proceedings at general meetings.
 - 2) A rule made by the Society in a general meeting does not invalidate a prior act of the Board that would have been valid had that rule not been made.
- 6.2
- 1) There must be not fewer than five and not more than nine directors, with the number determined by ordinary resolution at the AGM.
 - 2) The directors are the President, First Vice-President, Second Vice-President, Secretary, and Treasurer, who are the elected officers, and such additional directors as may be required under bylaw 6.2 (1).
 - 3) An elected officer has a normal term of office of two years, beginning at the adjournment of the AGM at which an officer is elected, and ending at the adjournment of the AGM two years later.
 - 4) The President, Second Vice-President and Secretary must be elected in years not evenly divisible by two. The First Vice-President and Treasurer must be elected in years evenly divisible by two.
 - 5) Any other director required under bylaw 6.2 (1) has a normal term of office of one year, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM one year later.
 - 6) A candidate for election as a director must:
 - a) be a Voting Member in good standing or an Honourary Member,
 - b) be nominated by two other such members,
 - c) consent to a criminal record check, and
 - d) not be disqualified from being a director of a company under section 124 of the Business Corporations Act.
 - 7) A separate election must be held for each vacancy. To be elected, a nominee must receive an absolute majority of the votes cast.
 - 8) An election must take place by secret ballot, unless there is only one nominee for a position, in which case the nominee must be declared to have been elected.
 - 9) Each nominee has the right to address the general meeting for not more than five minutes, prior to the vote. A nominee may delegate that right to another member.

- 10) If at a general meeting no one is elected to fill a vacancy in the Board, then the Board must appoint a qualified member to fill the vacancy, so soon after the general meeting as is reasonably practicable.
 - 11) The Board must set a date for the close of nominations, and give notice of the election and the date for close of nominations not less than 60 days before the AGM. Nominations at the AGM are prohibited, unless no one was previously nominated to fill vacancy.
- 6.3 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 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 meetings of the Board in one year.
- 6.4 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.
- 6.5 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.
- 6.6
- 1) The Board may appoint a member who is qualified under bylaw 6.2 (6) 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, but may be re-elected at that meeting.

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 three, present in person.
 - 3) A meeting of the Board may be called by:
 - a) the President, or
 - b) any three directors, on written request to the Secretary, or
 - c) resolution of the Board.
 - b) 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 seven 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 arising at a meeting of the Board must be decided by a simple majority of the votes.
 - 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 appoint the members and chair 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 next meeting of the Board held after it has been done.
- 7.8 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 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.

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- 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 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.
- 8.7
- 1) A director must not become an employee of the Society within a period of one year after the date on which the person ceased to be a director.
 - 2) An employee or contractor of the Society must not become a director within a period of one year after the date on which the person ceased to be an employee or contractor.

Part 9 – Officers

- 9.1
- 1) The elected officers are the President, First Vice-President, Second Vice-President, Secretary and Treasurer.
 - 2) An elected officer ceases to be an elected officer on:
 - a) ceasing to be a director, or
 - b) resigning in writing.
 - 3) The Board may appoint such other officers as it deems necessary, and determine their titles, authority, and responsibilities.
- 9.2 The President:
- a) is the Chief Executive Officer, unless the Executive Director has been given that title,
 - b) must chair all meetings of the Board and all general meetings,
 - c) must supervise the other officers in the execution of their duties, and
 - d) has the responsibility and authority generally pertaining to the office of President, subject to any limitations imposed by resolution of the Board.
- 9.3
- 1) The First Vice-President, in the President's absence or inability to act, must perform the duties of the President.
 - 2) The Second Vice-President, in the absence or inability to act of both the President and the First Vice-President, 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,
 - d) have custody of the common seal of the Society, if any, and
 - e) maintain the register of members.
- 9.5 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.
- 9.6
- 1) In the absence of the Secretary from a meeting, the Board must appoint another person to act as Secretary.
 - 2) The Board may delegate some but not all of the duties of the Secretary or the Treasurer or both to an employee or contractor.
- 9.7
- 1) The Board may appoint an Executive Director, and determine the responsibilities, authority, remuneration, and other terms and conditions of employment of that person.
 - 2) The Executive Director:
 - a) must, subject to the direction of the Board, manage the operations of the Society,
 - b) reports to the Board,
 - c) is an appointed officer,
 - d) may be titled the General Manager or Chief Executive Officer, and
 - e) is entitled to notice of, to attend, and to speak at, but not to vote at, meetings of the Board.

Part 10 – Finance, Information & Seal

- 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 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.

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- 10.2 The Society must invest its funds only as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.
- 10.3 Subject to the Personal Information Protection Act and any other applicable law, the:
- a) financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice,
 - b) 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, and
 - c) 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.
- 10.5
- 1) The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
 - 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 First Vice-President or the President and the Treasurer.

Part 11 – Auditor

- 11.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 11.2 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.
- 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 No director and no employee of the Society can 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.