

Amended by special general meeting May 16, 2005 and October 24, 2007:

SOCIETY ACT

BYLAWS OF PACIFIC ASSISTANCE DOGS SOCIETY

Part 1 - Interpretation

- 1.1 In these bylaws, unless the context otherwise requires,
- (a) “Directors” means the directors of the society for the time being;
 - (b) “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “Registered address” of a member means his address as recorded in the register of members.
- 1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 - Branch

- 2.1 Authorization for the creation and maintenance of the Alberta Branch of Pacific Assistance Dogs Society is formally provided for in these bylaws.

Part 3 - Membership

- 3.1 A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member, subject to the condition outlined in section 6.13.
- 3.2 There shall be four classes of membership which are as follows:
- (a) “Adult member” is a person between the age of 18 years and 65 years;
 - (b) “Senior member” is a person over the age of 65 years;
 - (c) “Corporation”;
 - (d) “Honorary member” is a person who, in the opinion of the directors, is a distinguished member of the community who has rendered services of benefit to and warrants recognition by the society and shall not be entitled to vote, or hold office.
- 3.3 Every member must uphold the constitution and comply with these bylaws.

3.4 The amount of the annual membership dues shall be determined at the annual general meeting of the society to take effect June 1st following the annual general meeting.

3.5 A person shall cease to be a member of the society;

- (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society; or
- (b) on his death or in the case of a corporation on dissolution; or
- (c) on being expelled by a special resolution of the members passed at a general meeting; or
- (d) on having been a member not in good standing for 12 consecutive months.

3.6 A brief statement of the reason or reasons for the proposed expulsion shall accompany the notice of special resolution for expulsion.

3.7 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

3.8 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

Part 4 - Meetings of Members

4.1 General meetings of the society shall be held at the time and place, in accordance with the *Society Act*.

4.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

4.3 The directors may, at their discretion, convene an extraordinary general meeting.

4.4 Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.

4.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

4.6 An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting.

Part 5 - Requisition for General Meeting

5.1 The directors, on the requisition of 10% or more of the voting members of the society must convene a general meeting of the society without delay.

5.2 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 general meeting,
- (b) be signed by the requisitionists, and
- (c) be delivered or sent by registered mail to the address of the society.

5.3 If, within 21 days after the date of the delivery of the requisition, the directors do not convene a general meeting, the requisitionists, or a majority of them, may themselves convene a general meeting to be held within four months after the date of the delivery of the requisition.

5.4 A general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings convened by the directors.

5.5 For the purposes of this section, a member who has the right to vote, whether at a general meeting or in a system of indirect voting or voting by mail allowed under the *Society Act*, is a voting member.

Part 6 - Proceedings at General Meetings

6.1 Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except,
 - (i) the adoption of rules of order,
 - (ii) the consideration of the financial statements,
 - (iii) the report of the directors,
 - (iv) the report of the auditor, if any,
 - (v) the election of directors,
 - (vi) the appointment of the auditor, if required, and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

6.2 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

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

6.4 A quorum is 20% of the membership represented by members present or by proxy or a greater number that the members may determine at a general meeting.

6.5 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, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and 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.

6.6 Subject to section 6.7, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

6.7 If at a general meeting:

- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
- (b) the president and all the other directors present are unwilling to act as chairman; the members present shall choose one of their number to be chairman.

6.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

6.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

6.10 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.

6.11 No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

6.12 In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

6.13 A member in good standing present at a meeting of members is entitled to one vote provided the member has been in good standing for 30 days.

6.14 Voting is by show of hands.

6.15 Voting by proxy is permitted as provided in Part 7 hereof.

6.16 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

6.17 All procedures and the order of business at all meetings shall follow parliamentary procedures and shall be governed by Robert's Rules of Order.

Part 7 - Proxy Voting

7.1 Every member of the society entitled to vote at a meeting of members of the society may, by proxy, appoint one proxy holder to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

7.2 A member may appoint an alternate proxy holder to act in the place of an absent proxy holder.

7.3 A person must not be appointed as a proxy holder unless the person is a member in good standing.

7.4 No member shall act as proxy holder for more than five members.

7.5 A proxy for a meeting of members must:

- (a) be received at the registered office of the society or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice or, if no number of days is specified, two business days before the day set for the holding of the meeting; or
- (b) Unless the notice provides otherwise, be provided at the meeting to the chair of the meeting or to a person designated by the chair of the meeting.

7.6 A proxy may be sent to the society by written instrument, fax or any other method of transmitting legibly recorded messages.

7.7 A vote given in accordance with the terms of a proxy is valid notwithstanding the death or incapacity of the member giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received:

- (a) at the registered office of the society at any time up to and including the last business day before the day set for the holdings of the meeting at which the proxy is to be used; or
- (b) By the chair of the meeting before the vote is taken.

7.8 A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

PACIFIC ASSISTANCE DOGS SOCIETY

(the "Society")

The undersigned, being a member of the Society, hereby appoints _____ (name) or, failing that person, _____ (name), as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of members of the Society to be held on the ____ day of _____, 20__, and at any adjournment of that meeting.

Signed this ____ day of _____, 20__.

(Signature of member)

(Name of proxy holder - printed)

7.9 Subject to section 7.7, every proxy may be revoked by an instrument in writing that is:

- (a) received at the registered office of the society at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used; or
- (b) Provided at the meeting to the chair of the meeting.

7.10 An instrument referred to in section 7.8 must be signed by the member or his or her legal personal representative or trustee in bankruptcy.

7.11 The chair of any meeting of members may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

Part 8 - Directors

8.1 The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to

- (a) All laws affecting the society;
- (b) These bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

8.2 No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

8.3 The number of directors shall be a minimum of five and a maximum of nine or a greater number determined from time to time at a general meeting.

8.4 Directors shall be elected for a one or a two-year term at each annual general meeting in accordance with section 8.3 above. *{Revised by SGM, October 24, 2007}*.

8.5 In the event any number of directors resign after serving one year of a two-year term, an appropriate number of new directors shall be elected for a term of one year, at the annual general meeting subject to the provisions outlined in section 8.3 above.

8.6 A director so elected holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting, subject to sections 8.3, 8.4 and 8.10.

8.7 (a) The directors shall convene a meeting within ten days following the annual general meeting and determine each office to be filled until the next annual general meeting; and

(b) The membership may, by a majority vote, override section 8.7 (a) above and exercise the right to elect the officers at the annual general meeting.

8.8 An election may be by acclamation; otherwise it shall be by ballot.

8.9 If no successor is elected, the person previously elected or appointed continues to hold office as a director.

8.10 A director may serve only three terms consecutively including any partial terms served by directors elected or appointed in accordance with sections 8.5 and 8.11 and 8.12.

8.11 If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

8.12 A director so appointed in accordance with section 8.11 holds office only until the conclusion of the next annual general meeting of the society.

8.13 No act or proceedings of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

8.14 The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

8.15 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

Part 9 - Proceedings of Directors

9.1 The directors may meet at a place, of their choice, at their discretion, to dispatch business, adjourn and otherwise regulate their meetings and proceedings.

9.2 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

9.3 The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but, if neither is present, the directors present may choose one of their number to be chairman at that meeting.

9.4 A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

9.5 The directors may engage such servants or agents for the society's purposes as they deem appropriate and fix their remuneration.

9.6 The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.

9.7 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.

9.8 A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

9.9 The members of a committee may meet and adjourn as they think proper.

9.10 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

9.11 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by written instrument, fax or any other method of transmitting legibly recorded messages, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) No notice of meeting of directors shall be sent to that director; and
- (b) Any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

9.12 Questions arising at a meeting of the directors or a committee of the directors shall be decided by a majority of votes.

9.13 In case of an equality of votes the chairman does not have a second or casting vote.

9.14 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

9.15 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 10 - Officers

10.1 The directors shall from time to time appoint a president, a vice-president, a secretary and a treasurer and such other officers of the society, in order to fill a vacancy, as they may determine, all of whom must be directors.

10.2 Every officer of the society who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as an officer of the society shall, in writing, disclose to the president the fact and the nature, character and extent of the conflict.

Part 11 - Duties of Officers

11.1 The president shall preside at all meetings of the society and of the directors.

11.2 The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

11.3 The vice president shall carry out the duties of the president during his absence.

11.4 The secretary shall,

- (a) Conduct the correspondence of the society;
- (b) Issue notices of meetings of the society and directors;
- (c) Keep minutes of all meetings of the society and directors and ensure that minutes are available for review within one month of the meeting;
- (d) Have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) Have custody of the common seal of the society; and
- (f) Maintain the register of members.

11.5 The treasurer shall,

- (a) Keep the financial records, including books of account, necessary to comply with the *Society Act*; and
- (b) Render financial statements to the directors, members and others when required.

11.6 One person who shall be known as the secretary treasurer may hold the offices of secretary and treasurer.

11.7 When a secretary treasurer holds office the total number of directors shall not be less than five or the greater number that may have been determined pursuant to section 8.3.

11.8 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 12 - Seal

12.1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

12.2 The common seal shall be affixed only when authorized by a resolution of the directors 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 secretary or president and secretary treasurer.

Part 13 - Nomination Committee

13.1 At least one month prior to the annual general meeting, the president shall appoint a nomination Committee that shall be composed of one officer and two (2) members in good standing. The nomination committee shall receive nominations for the election of directors at the annual general meeting.

Part 14 - Borrowing/ Expenditures

14.1 The directors will have the power on behalf of and in the name of the society, for the purpose of carrying out the objects of the society, to borrow or raise or secure the payment of money in such manner and upon such terms and conditions in all respects as the directors think fit, provided the amount of such money, borrowed, raised or secured shall not exceed the greater amount of \$50,000.00 or that authorized by special resolution of the society.

14.2 The directors have the power to authorize all expenditures in connection with the society's affairs provided that such authority shall be limited to \$50,000.00 for any one item or project.

14.3 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 15 - Auditor

15.1 This Part applies only where the society is required or has resolved to have an auditor.

15.2 At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

15.3 An auditor may be removed by ordinary resolution.

15.4 An auditor shall be promptly informed in writing of appointment or removal.

15.5 No director, member or employee of the society shall be auditor.

15.6 The auditor may attend general meetings.

Part 16 - Audit Committee

16.1 An audit committee may be appointed by the members at the annual general meeting or at a special general meeting and will serve until the next annual general meeting.

16.2 The audit committee, if appointed will consist of three members who are not directors or employees of the society and will report directly to the members.

Part 17 - Notices to Members

17.1 A notice may be given to a member, either personally or by mail to him at his registered address. A notice may also be given to a member by fax to the fax number provided by the member or by email to the email address provided by the member for the sending of a notice.

17.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

17.3 Not less than 14 days written notice of an annual general meeting or a general meeting shall be given to:

- (a) Every member shown on the register of members on the day notice is given; and
- (b) The auditor, if Part 15 applies.

17.4 No other person is entitled to receive notice of an annual general meeting or a general meeting.

Part 18 - Bylaws

18.1 On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.

18.2 These bylaws shall not be altered or added to except by special resolution.