



SINEAD O'CALLAGHAN

Bylaws of Anishinaabe Circle British Columbia Society

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“Act” means the *Societies Act* of British Columbia as amended from time to time;

“Anishinaabe”, means a person whose homeland covers much of the Great Lakes region, parts of the Prairies/plains and a Nation in northeastern British Columbia. Anishinaabeg are known as the People of the Woodlands. Anishinaabeg belong to the Three Fires Confederacy: Ojibwe, Odawa, and Potawatami.

“Anishinaabemowin” means the language of the Anishinaabeg.

“Board” means the directors of the Society acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

“Board Resolution” means:

- 1. a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - A. in person at a duly constituted meeting of the Board,**
 - B. by Electronic Means in accordance with these Bylaws, or**
 - C. by combined total of the votes cast in person and by Electronic Means;****
- 2. or a resolution that has been submitted to all**

Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,

"Bylaws" means the bylaws of the Association as filed with the Registrar;

"Constitution" means the constitution of the Association as filed with the Registrar;

"Electronic Means" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- 1. in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and**
- 2. in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;**

"General Meeting" means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Association;

Definitions in Act apply

- 1.2 The definitions in the Act apply to these Bylaws.**

Conflict with Act or regulations

- 1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.**

PART 2 – MEMBERS

Application for membership

- 2.1a Any person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.**
- 2.1b A Person may apply to the Society in writing to become a member by:**
- a) submitting a completed application to the Association, in such form and manner as may be established by the Society;**
 - b) submitting payment for all applicable membership fees and dues, including application fees; and**
 - c) submitting such information or documentation as the Board may require to confirm eligibility for membership.**

Duties of members

- 2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.**

Rights of members

- 2.3 In addition to any rights conferred by the Act, a Member in good standing has the following rights and privileges of membership:**
- a) to receive notice of, and to attend, all General Meetings;**
 - b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;**
 - c) to exercise a vote on matters for determination at General Meetings;**
 - d) to nominate qualified Persons to stand for election as Directors; and**

- e) participate in the programs and initiatives of the Association, in accordance with such criteria as may be determined by the Board from time to time.

Amount of membership dues

- 2.4 The amount of the annual membership dues, if any, must be determined by the Board.
- 2.5 A membership fee structure will be set in place.
- 2.6 Dues may be pro-rated, reduced or waived in cases of hardship or other appropriate circumstances.

Once determined, dues are deemed to continue each year until altered by Board Resolution.

Member not in good standing:

- 2.7 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

A member not in good standing may not vote.

- 2.8 A voting member who is not in good standing:
 - a) may not vote at a general meeting, and
 - b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.9 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.
- 2.10 Membership not Transferable Membership is not transferable.
- 2.11 Term of Membership Once accepted as a Member, a Person or Organization continues as a Member until:

- a) the date which is ninety (90) days following the conclusion of the current Membership Year, unless membership is renewed in accordance with these Bylaws; or
- b) membership otherwise ceases in accordance with these Bylaws.

2.12 Renewal and Re-application of Membership A Member who continues to be eligible may renew his or her or its membership within ninety (90) days of the conclusion of the Membership Year, in such form and manner as may be determined by the Board from time to time. A renewal of membership must be accompanied by payment for all applicable membership dues or fees, if any, as well as any other amounts due and owing to the Association. A Person or Organization whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may request reinstatement of his, her or its membership after its expiry in accordance with Bylaw 2.13, or may re-apply for membership in accordance with Bylaw 2.6. A Person or Organization expelled from membership may, unless prohibited by the terms of the expulsion resolution, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution does not restrict re-application, the Person or Organization may re-apply for membership after one (1) year from the date of expulsion in accordance with Bylaw 2.1b.

2.13 Reinstatement of Membership A Member whose membership has expired or otherwise ceased other than by expulsion within the past year and who remains eligible may request reinstatement of his, her or its membership in writing provided to the Association. The Association may, by Board Resolution, reinstate such Member subject to such conditions and/or prerequisites

as may be imposed by the Board in its discretion, which may include the rectification of any irregularities or the payment of all outstanding amounts.

2.14 Cessation of Membership A Person or an Organization will immediately cease to be a Member:

- a) upon the date which is the later of:
 - i. the date of delivering his or her or its resignation in writing to the Secretary or to the Address of the Association; and
 - ii. the effective date of the resignation stated thereon;
- b) upon the date that is ninety (90) days from the conclusion of the current Membership Year, unless renewed in accordance with these Bylaws;
- c) upon the date which is ninety (90) days from the date on which such Member ceases to be in good standing for non-payment of membership fees or dues;
- d) upon his or her or its expulsion; or
- e) upon his or her death or, in the case of an Organization, dissolution.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1 A general meeting must be held at the time, and if applicable at the place, the Board determines. Wherever possible, general meetings will be held on a rotating basis at the accessible locations to increase attendance.**

Annual general meeting

- 3.2 An annual general meeting will be held at least once in every calendar year and in accordance with the Act.**

Notice of general meeting

3.3 The Society will send notice of every General Meeting to:

- a) each Member shown on the register of Members on the date the notice is sent; and**
- b) the auditor of the Society, if any is appointed,**

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

Notice of general meeting

3.4 Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting. If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

Notice of general meeting

3.5 The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

Ordinary business at general meeting

3.6 At a general meeting, the following business is ordinary business. General meetings will follow a consensus agenda typically following the format outlined below:

- a) traditional opening;**
- b) consideration of any financial statements of the Society presented to the meeting;**
- c) consideration of the reports, if any, of the directors or auditor;**

- d) election or appointment of directors;**
- e) appointment of an auditor, if any;**
- f) business arising out of a report of the directors not requiring the passing of a special resolution.**
- g) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting.**

The order of general business may vary. The annual general meeting may include other business as determined by the Board in its discretion.

Adherence to Anishnaabe Traditions

- 3.7 All General Meetings will be opened in a traditional Anishnaabe manner and, including a land acknowledgement to the territory on which the General Meeting is held. It is the intent of the Society to ensure, whenever possible to have available at General Meetings access to forms of traditional wellness for Members in attendance. This may include, but is not limited to, the use of a Talking Stick, Smudging, Prayers, Brushing, and Cleansing.**

Attention at General Meetings

- 3.7 In addition to Members, Directors and the Association's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests.**

Electronic Participation in General Meetings

- 3.8 The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means. When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and**

participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

Notice of special business

3.9 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.10 The following individual is entitled to preside as the chair of a general meeting:

- a) the individual, if any, appointed by the Board to preside as the chair;**
- b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,**
 - i. the president,**
 - ii. the vice-president, if the president is unable to preside as the chair, or**
 - iii. one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.**

Alternate chair of general meeting

3.11 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual present at the meeting to preside as the chair.

Quorum required

3.12 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

Quorum for general meetings

3.13 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.14 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

- a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and**
- b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and , if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.**

If quorum ceases to be present

3.15 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

Adjournments by chair

3.16 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.17 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.18 The typical order of business at a general meeting is as follows:

- a) elect an individual to chair the meeting, if necessary;**
- b) determine that there is a quorum;**
- c) approve the agenda;**
- d) approve the minutes from the last general meeting;**
- e) deal with unfinished business from the last general meeting;**
- f) if the meeting is an annual general meeting,**
 - i. receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,**
 - ii. receive any other reports of directors' activities and decisions since the previous annual general meeting,**
 - iii. elect or appoint directors, and**
 - iv. appoint an auditor, if any;**

- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;**
- h) terminate the meeting.**

Methods of voting

3.19 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.20 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.21 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.22 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Management of Property and Affairs

4.1 The Board will have the authority and responsibility to manage, or supervise the management of, the activities and internal affairs of the Society.

Qualifications of Directors

4.2 Pursuant to the Act, a Person may not be nominated, elected or appointed to serve as a Director if he or she:

a) is less than eighteen (18) years of age.

To the extent possible, the Board will consist of a majority of Persons who are Anishnaabe.

Number of directors on Board

4.3 The Society must have no fewer than 3 and no more than 11 directors. Principal roles to fill the minimum Board requirement include.

4.4 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.5 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.6 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Term of Directors

4.7a The term of office of Directors will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (3) years, the length of such term to be determined by the Directors in their discretion. For purposes of calculating the duration of a Director's

term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

4.7b One-third of the directors (e.g., 2 of 6 individuals) will be elected every two years.

Consecutive Terms and Term Limits

4.8 Directors may be elected for two consecutive terms.

Removal of Director

4.9 A Director or Officer may be removed before the expiration of his or her term of office by either of the following methods:

- a) by Special Resolution; or**
- b) by Board Resolution.**

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office. If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

Ceasing to be a Director

4.10 A Person will immediately cease to be a Director:

- a) upon the date which is the later of:**

- i. the date of delivering his or her resignation in writing to the President or to the Address of the Association; and
 - ii. the effective date of the resignation stated therein;
- b) upon the expiry of his or her term;
- c) upon the date such Person is no longer qualified pursuant to Bylaw 4.2;
- d) upon his or her removal; or
- e) upon his or her death.

Nomination of Directors

4.11 Nominations for election as an Officer or Director at-large must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

All nominations are subject to the following rules:

- a) a nomination must be made in writing, in a form established by the Society, or orally at General Meetings;
- b) a Member in good standing may nominate Persons qualified in accordance with Bylaw 4.2, and the nomination must be signed by:
 - i. the Person nominated;
 - ii. the nominating Member; and
 - iii. at least one (1) other Member in good standing;
- c) a Member may not nominate more nominees than the number of positions available for election, and may not nominate more than one (1) nominee for each available position; and
- d) nominations must be submitted in accordance with such deadlines as may be set in policies and procedures established by the Board.

Elections Generally

4.12 Directors and Officers will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time.

Elections at Annual General Meeting

4.13 The election of Directors and Officers will normally take place at, or prior to, the annual general meeting and Directors and Officers so elected will take office commencing at the close of such meeting.

Election by Acclamation

4.14 In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors or for a given Officer position that will become vacant at the close of the next annual general meeting, then the eligible nominee(s) are deemed to be elected by acclamation and no vote will be required.

Election by Secret Ballot

4.15 In elections where there are more eligible nominees at the close of the nomination period than vacant positions for Directors or for a given Officer position, election will be by secret ballot and the following rules apply:

- a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;**
- b) ballots will be sent or otherwise made accessible to all Members in good standing at the meeting, and only to those Members;**

- c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;**
- d) where necessary, elections will be conducted in descending order of Officers, followed by elections for Directors at large;**
- e) no Member will vote for more nominees than the number of available positions for Directors or for a given Officer position. Any ballot will be deemed to be void if it records votes for more nominees than there are available positions;**
- f) ballots will be counted following the close of the election period by scrutineers appointed by the Board;**
- g) nominees will be deemed to be elected in order of those nominees receiving the most votes; in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and an unaffected Person selected by the President will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position;**
- h) and the results of an election by secret ballot will be announced to all Members following the counting of the ballots.**

Nominations and Election Policies

4.16 The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors and Officers as it determines necessary or prudent for the Association, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

- 5.1 A directors’ meeting may be called by the president or by any 2 other directors.**

Notice of directors’ meeting

- 5.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.**

Proceedings valid despite omission to give notice

- 5.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.**

Conduct of directors’ meetings

- 5.4 The directors may regulate their meetings and proceedings as they think fit.**

Quorum of directors

- 5.5 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.**

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

- 6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:**
- a) president;**
 - b) vice-president (optional);**
 - c) secretary (optional);**
 - d) treasurer.**

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Directors are expected to and will:

- a) act honestly and in good faith with a view to the best interests of the Association;**
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;**
- c) act in accordance with the Act and the regulations thereunder; and**
- d) subject to the Bylaws.**

Without limiting Bylaws, a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) issuing notices of general meetings and directors' meetings;**
- b) taking minutes of general meetings and directors' meetings;**

- c) keeping the records of the Society in accordance with the Act;
- d) conducting the correspondence of the Board;
- e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a) receiving and banking monies collected from the members or other sources;
- b) keeping accounting records in respect of the Society's financial transactions;
- c) preparing the Society's financial statements;
- d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity (e.g., teacher services, catering).

Conflict of Interest

7.2 A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Association, or a matter for consideration by the Directors:

- a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- c) is not entitled to vote on the contract, transaction or matter;
- d) will absent himself or herself from the meeting or portion thereof:
 - i. at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - ii. in any case, during the vote on the contract, transaction or matter; and
- e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

Signing authority

7.3 A contract or other record to be signed by the Society must be signed on behalf of the Society

- a) by the president, together with one other director,
- b) if the president is unable to provide a signature, by the vice-president together with one other director,
- c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or

d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – COMMITTEES

Creation and Delegation to Committees

8.1 The Board may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit. Directors can sit on Committees as equal participants, based on their expertise on the committee’s subject matter.

Special Committees

8.2 Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- a) the completion of the specified time period; or**
- b) the completion of the task for which it was created.**

Terms of Reference

8.3 In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it,

will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

Meetings

8.4 The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed by the same rules set out in these Bylaws governing proceedings of the Board with such necessary changes having been made to ensure that the language makes sense in the context.

Dissolution of Committee

8.5 The Board may dissolve any committee by Board Resolution.

Standing Committees

8.6 On the date these Bylaws come into effect, the following advisory standing committees of the Society will be continued and held indefinitely due to their existences as pressing to the continuation and maintenance of the Society:

a) Grant writing & Funding Committee

- i. Responsible for grant research, acquisition, and related reporting to support the Society and its activities.**

b) Curriculum & Education Committee

- ii. Responsible for the development of materials, pedagogies, and other tasks related to Anishinaabemowin and other classes/workshops facilitated by the Society.**

PART 9 – FINANCIAL MATTERS & REPORTING

Accounting Records

- 9.1 The Association will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.**

Borrowing Powers

- 9.2 In order to carry out the purposes of the Association, the Board may, on behalf of and in the name of the Association, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.**

Restrictions on Borrowing Powers

- 9.3 The Members may by Special Resolution restrict the borrowing powers of the Board.**

When Audit Required

- 9.4 The Association is required to be audited and will annually appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws to conduct an audit of the Association's annual financial statements.**

Appointment of Auditor at Annual General Meeting

- 9.5 An auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Association no longer wishes to appoint an auditor.**

Vacancy in Auditor

9.6 The Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

Removal of Auditor

9.7 An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

Notice of Appointment

9.8 An auditor will be promptly informed in writing of such appointment or removal.

Auditor's Report

9.9 The auditor must prepare a report on the financial statements of the Association in accordance with the requirements of the Act and applicable law.

Participation in General Meetings

9.10 The auditor, if any, is entitled in respect of a General Meeting to:

- a) receive every notice relating to a meeting to which a Member is entitled;**
- b) attend the meeting; and**
- c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.**

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.