



## SPECIAL RESOLUTION #1

Whereas the Board of Directors of Bulgarian – Canadian Society of B. C. has reviewed its existing Constitution and Bylaws and has determined that revisions are required both for modernization and to ensure compliance with the new *Societies Act* of British Columbia,

THE BOARD MOVES TO HAVE THE FOLLOWING RESOLUTION PUT BEFORE THE SOCIETY’S MEMBERS TO BE VOTED ON AS A SPECIAL RESOLUTION:

**BE IT RESOLVED** as special resolutions of the members of Bulgarian – Canadian Society of B. C. (the “Society”) that:

the Constitution of the Society, as filed with the BC Registrar of Companies prior to the *Societies Act* (BC) coming into force, be amended by deleting all of the provisions therein other than the name and purposes of the Society and restating such deleted provisions in the Bylaws of the Society (as contained in the new form of Bylaws attached hereto in Schedule A); and

the Bylaws of the Society, as filed with the BC Registrar of Companies prior to the *Societies Act* (BC) coming into force, be altered by deleting all the provisions thereof, and that all the provisions in the Bylaws attached hereto in Schedule A, be adopted as the Bylaws of the Society.



## **SCHEDULE A**

See attached.

## CONSTITUTION

1. The name of the Society is **Bulgarian – Canadian Society of B.C.**
2. The purposes of the Society are: to promote, support and preserve Bulgarian culture within Canada, which may include but shall not be limited to the following activities:
  - a) To establish and maintain a Bulgarian Cultural Centre;
  - b) To promote Bulgarian language, literature, history, and geography, Bulgarian folk music, dances, arts & crafts, and Bulgarian cuisine;
  - c) To establish and maintain a Bulgarian Art Gallery and Museum;
  - d) To establish and maintain a Bulgarian Library;
  - e) To promote cultural events such as film, music and art festivals featuring Bulgarian writers, artists, and musicians both for the promotion of Bulgarian talents and for promoting Bulgarian culture to younger generations;
  - f) To assist newcomers to Canada with information, advice, and orientation within the community;
  - g) To establish Bulgarian Church.

**Bylaws of Bulgarian – Canadian Society of B.C. (the “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;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

“**General Meeting**” means an annual general meeting or an extraordinary general meeting of the members, as the case may be;

“**Ordinary Resolution**” means a vote in favour of a resolution by more than fifty percent (50%) of the votes cast by members who are in good standing and who are present in person at the time the vote is taken;

“**Special Resolution**” means a vote in favour of a resolution by at least two-thirds of the votes cast by members who are in good standing and who are present in person at the time the vote is taken.

“**Fiscal year**” means the period between October 1<sup>st</sup> to September 30<sup>th</sup> of the following calendar year.

“**Voting member**” means a member in good standing.

“**Term**” means an approximately two year period between the annual general meeting and the second annual general meeting after the current one.

“**Officer term**” has the same meaning as “term”.

**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**

**2.1** A person may apply to the Society for membership in the Society, and the person becomes a member on the Society's acceptance of the application.

### **Categories of membership**

**2.2** There shall be two (2) categories of membership: Regular Membership and Honorary Membership.

- a) **Regular Membership:** A Regular Member shall be any person or organization, who has applied for membership to the Society, supports the Society and has paid the prescribed fees, if any.
- b) **Honorary Membership:** Honorary Members are those members who, pursuant to a recommendation of the Board of Directors or/and the General Meeting, in recognition of their outstanding contribution to the Society, are so designated by a two thirds (2/3) vote of the Annual General Meeting.
- c) All Regular and Honorary Members are entitled to all rights and privileges of membership, including the right to vote and to hold office.

### **Voting by Non-Individual Persons**

**2.3** A person, other than an individual, who is admitted as a member of the Society must authorize an individual to be the person's representative to act on that person's behalf, and, if so authorized, the representative is entitled to exercise the same powers on behalf of that person as that person could exercise if that person were an individual member of the Society.

### **Duties of members**

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

### **Amount of membership dues**

**2.5** The amount of the annual membership dues, if any, must be determined by the Board.

### **Member not in good standing**

**2.6** A member is not in good standing

- (a) 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.
- (b) has failed to comply with the Society's constitution and bylaws.
- (c) has conducted themselves in a manner that jeopardizes the reputation of the society,

### **Member not in good standing may not vote**

**2.6** 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**

**2.7** A membership in the Society is terminated if

- a) the member is not in good standing for 12 consecutive months;
- b) the member delivers, emails or mails written resignation to the address of the Society;
- c) the Individual Member, or Honorary Member who is an individual, dies or is found to be incapable of managing the member's own affairs by reason of mental or physical infirmity;
- d) the Corporate Member, or Honourary Member that is not an individual, dissolves, becomes bankrupt or enters receivership; or
- e) the member is expelled by the Board according to section 2.8.

**2.8** The Board may, by a majority vote and after giving written notice with reasons and an opportunity to make representations on the matter, expel or suspend from membership or otherwise discipline any member who in the opinion of the Board:

- (a) has engaged in conduct which is improper or unbecoming for a member of the Society;
- (b) is likely to endanger the interest or reputation of the Society; or
- (c) is in breach of the Bylaws.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

- 3.1** A general meeting must be held at the time and place the Board determines, but at least once per calendar year.
- 3.2** Members may request a general meeting as addressed in Section 77 of the Act.
- 3.3** At least fourteen (14) days' notice of a general meeting specifying the place, day and hour of the meeting and, in case of special business, the general nature of that business, shall be given to all members by email or mail.
- 3.4** Members may not participate in general meetings other than in person.

### **Ordinary business at general meeting**

- 3.5** At a general meeting, the following business is ordinary business:
  - (a) adoption of rules of order;
  - (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.

### **Notice of special business**

- 3.6** 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**

- 3.7** 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 present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.8** 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 present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**3.9** 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 present.

### **Quorum for general meetings**

**3.10** The quorum for the transaction of business at a general meeting is 20 voting members.

### **Lack of quorum at commencement of meeting**

- 3.11** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (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 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**

**3.12** 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 present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**3.13** 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 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**

**3.14** 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**

**3.15** The 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**

**3.16** 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

**3.17** 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

**3.18** Unless the Directors otherwise determine, the instrument appointing a proxy holder and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at a place specified for that purpose in that notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting at which the proxy holder proposes to vote, or shall be deposited with the chair of the meeting at which the proxy holder proposes to vote, or shall be deposited with the chair of the meeting prior to the commencement of the meeting.

- (a) A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the member or revocation of the proxy or of the authority under which the proxy was executed, provided no communication in writing of the death, incapability, or revocation has been received at the registered office of the Society or by the chair of the meeting before the vote was given.
- (b) Unless, in the circumstances, the *Societies Act* requires any other form of proxy, an instrument appointing a proxy holder, whether for a specified meeting or otherwise, shall be in the form of the following, or in any other form that the Directors shall approve:

### Bulgarian – Canadian Society of B.C. Proxy Form

The undersigned hereby appoints \_\_\_\_\_,  
of \_\_\_\_\_,  
(or failing him/her \_\_\_\_\_,  
of \_\_\_\_\_), as proxy for the undersigned to attend at  
and vote for and on behalf of the undersigned at the general meeting of the Society  
to be held on \_\_\_\_\_ day of \_\_\_\_\_. 20\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_. 20\_\_.

(Signature of Member)

- (c) A proxy is valid for only one meeting or any adjournment thereof.

### **Matters decided at general meeting by ordinary resolution**

- 3.19** 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**

### **Number of directors on Board**

- 4.1** The Society must have no fewer than 3 and no more than 15 directors.

### **Eligibility for election or appointment as director**

- 4.2** In order to be eligible for election or appointment as director, a member must:
- (a) be 18 years of age or older;
  - (b) have been a member in good standing at the time of the annual general meeting at which the director would be elected or appointed;
  - (c) not be an employee of the Society; and
  - (d) meet all other qualifications set out in the Act.

### **Election or appointment of directors**

- 4.3** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 4.4** The President shall be elected at annual meetings.
- 4.5** Officers other than President of The Bulgarian-Canadian Society of B.C. shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the annual meeting of members in which the Directors are elected.

### **Directors' Duties and Responsibilities**

- 4.6** The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise, lawfully directed required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to provisions of:

- 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.
- 4.7** No rule made by the Society in a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 4.8** A Director shall be elected at the annual general meeting for one term
- 4.9** The Directors shall retire at the expiration of their term when their successors shall be elected.
- 4.10** Election procedures at the annual general meeting shall be determined by the members present.
- 4.11** Directors and officers may be re-elected.
- 4.12** The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they see fit, and may name the committee.
- 4.13** A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
- 4.14** Subject to directions from the Board, the committee shall determine its own procedure.
- 4.15** The members of a committee shall meet and adjourn, as they think proper.
- 4.16** 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 letter, telegram, telex or cable, of any meeting of the Directors and may, at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meetings 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.
- 4.17** a) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

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

**4.18** 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.

**4.19** A resolution in writing, signed by all of the Directors and place with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

### **Terms of office for directors**

**4.20** The terms of office shall be staggered to ensure continuity of personnel and experience within the administration of the Board.

a) Upon expiration of their term, the old directors and officers shall become advisors to the new directors and officers.

b) The retired directors and officers are expected to work with the new directors and officers during the continuity of the new term but not less than 3 (three) months

c) In their role as advisors, the retired Directors and Officers will not be allowed to vote at the board of director's meetings, but are expected to be involved into the affairs of the society and work towards it's benefit.

d) After expiring of his term the President automatically takes the position of the Immediate Past President in the new Board of Directors, who is a member ex-officio until a new Past President results from a new election.

**4.21** Each director is elected or appointed for a term of 2 years.

### **Directors may fill casual vacancy on Board**

**4.22** 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**

**4.23** 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.

## **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.

- (a) The Directors may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit (provided that such regulations are not inconsistent with the Constitution of the Society and these bylaws), and may hold meetings, in whole or in part, by telephone or telephone conference call;
- (b) The President shall be chairman of all meetings of the Directors unless the Directors decide otherwise;

### **Quorum of directors**

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

- (a) The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the Directors then in office. Directors participating by telephone or telephone conference call shall be considered part of the quorum;

## **PART 6 – BOARD OFFICERS**

### **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 – 2 years term, elected at the AGM;
- (b) vice-president – 2 year term;

- (c) secretary – 2 year term;
- (d) treasurer – 2 year term.

**6.2** Officers shall serve for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

**6.3** An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.

### **Directors at large**

**6.4** 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.

### **Role of president**

**6.5** 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**

**6.6** 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**

**6.7** 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 except those required to be kept by the Treasurer;
- (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.
- (f) have custody of the common seal of the Society; and maintain the register of members.

### **Absence of secretary from meeting**

**6.8** 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**

- 6.9** 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 or ensuring the preparation of the Society's financial statements;
  - (d) making the Society's filings respecting taxes or ensuring that these are made.
- 6.10** (a) The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary – Treasurer.
- (b) Other officers, if any shall perform such duties as the Directors decide.
  - (c) The Directors or members may add additional duties to any Director or Officer or transfer duties among Directors or Officers.
- 6.11** A Director or acting Director shall:
- (a) act honestly and in good faith in the best interests of the Society, and
  - (b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director
- 6.12** A Director or acting Director who is directly or indirectly interested in a proposed contract or transaction of the Society shall disclose promptly and fully the nature and extent of this interest to each member of the Board of Directors and comply with the Societies Act.
- 6.13** The Directors shall prepare all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting.
- 6.14** The Directors shall, on behalf of the Society, file all financial and other reports that must be filed after the annual meeting as required by the Societies Act, Income Tax Act or other law.
- 6.15** The Directors shall ensure that the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.
- 6.16** The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions, and without limiting the foregoing, shall keep records of:



- a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
- b) every asset and liability of the Society; and
- c) every other transaction affecting the financial position of the Society.

## **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. No Director or Officer shall be remunerated for acting as such, but may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

### **Signing authority**

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society by two of the signing officers of the Board
- (a) by the president, together with one other signing officer,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other signing officer,
  - (c) if the president and vice-president are both unable to provide signatures, by any 2 other signing officers, or
  - (d) a cheque to be signed by the Society must be signed on behalf of the Society by any two signing officers
  - (e) No one director with signing authority should sign a cheque nor authorize any other transaction involving themselves, their direct family, any non-arm's length relation, their or their family's businesses.

## **Part 8 – Borrowing**

- 8.1** The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 8.2** The common seal of the Society shall be in the custody of the Secretary or other person designated by the Directors.
- 8.3** The common seal shall be affixed to any document or instrument only when authorized by a resolution of the Directors and then only in the presence of the person prescribed in the resolution or if no persons are prescribed in the

presence of the president and Secretary or President and Secretary-Treasurers.

- 8.4** In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, borrow or raise or secure the payment of money in such a manner as they decide, and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 8.5** No debentures shall be issued without the sanction of a special resolution.
- 8.6** The members may by special resolution restrict the borrowing powers of the Directors until the next annual general meeting.

## **Part 9 – Auditor**

- 9.1** This part applies only where the Society is required or has resolved to have an auditor.
- 9.2** The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of auditor.
- 9.3** At each annual general meeting, the Society may appoint an auditor to hold office until his re-appointment or the appointment of his successor at the next annual general meeting.
- 9.4** An auditor may be removed by ordinary resolution.
- 9.5** An auditor shall be informed forthwith in writing of his appointment or removal.
- 9.6** No Director or employee of the Society shall be auditor.
- 9.7** The appointed auditor/auditing firm may be represented at general meetings.

## **Part 10 – Notices Members**

- 10.1** A notice may be given to a member personally, by mail to his registered address or by fax to his specified fax number, or by e-mail to his specified e-mail address.
- 10.2** 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 that the notice was properly addressed and put in a Canadian post office receptacle.

- 10.3** a) Notice of general meeting shall be given to every member shown on the Register of members on the day notice is given, and the auditor, if part 9 applies.
- b) No other person is entitled to receive a notice of a general meeting.

## **PART 11 – BY-LAWS**

- 11.1** Each member is entitled to a copy of the constitution and Bylaws without charge.
- 11.2** These by-laws must not be altered or amended in any way except by special resolution of the voting members at a general meeting or by written consent resolution of all the voting members.

## **PART 12 – OPERATIONS AND WINDING UP**

- 12.1** In the event of the winding up or dissolution of the Society, its funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with the social problems or organizations promoting the same purposes of this Society as may be determined by the members of the Society at the time of winding up or dissolution. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided however that such organization referred to in this paragraph shall be a qualified donee recognized by Revenue Canada as being qualified as such under the provisions of the *Income Tax Act* of Canada from time to time in effect.
- 12.2** The above purposes of the Society shall be carried out without purpose of gain for its members, and any profits or other accretions to the Society shall be used for promoting its purposes, and all of the above purposes shall be carried on in an exclusively charitable manner.
- 12.3** No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him (her) while engaged in the affairs of the Society.

- 12.4** Any provision in this Part 11 may only be altered by resolution approved unanimously at a general meeting.
- 12.5** The provisions in Part 12 were previously unalterable.
- 12.6** Any provision in this Part 12 may only be altered by resolution approved by at least two-thirds of the votes cast by members who in good standing and who are present in person at a general meeting.