***CONSTITUTION***

**of the**

**OSOYOOS & DISTRICT ARTS COUNCIL**

**Non-Members funded Society**

**1. NAME**

1.1. The name of the society is the OSOYOOS & DISTRICT ARTS COUNCIL, Hereinafter referred to as the ‘COUNCIL’ or ‘O.D.A.C.’

**2. PURPOSE**

2.1. The purpose of the Council shall be to increase and broaden the opportunities for residents of the Osoyoos area to enjoy and participate in cultural activities; the purpose shall include the following goals:

2.1.a. to help coordinate the work and programs of artists and cultural associations in the area;

2.1.b. to stimulate and encourage the development of cultural projects and activities;

2.1.c to render service to participating groups;

2.1.d. to act as a clearinghouse for information on cultural programs and activities;

2.1.e. to foster interest and pride in the cultural heritage of this community;

2.1.f. to interpret the work of cultural groups in the community and promote public understanding;

2.1.g. to inform civic authorities of the cultural needs of this community.

**BY-LAWS**

**Of the**

**OSOYOOS & DISTRICT ARTS COUNCIL**

**ARTICLE 1. INTERPRETATION**

1.1 In these Bylaws:

1.1.a **“Act”** means the Societies Act of British Columbia as amended from time to time.

1.1.b **“Board”** means the Directors of the Society.

1.1.c **“Executive,” “Officers” or “Executive Officers”** means the President, Vice President, Secretary and Treasurer of the Society.

1.1.d **“Society”** or **“Council”** means the Osoyoos & District Arts Council.

1.1.e **“Member in good standing”** means an individual member or one appointed representative of a member organization who lives up to their duties of membership.

1.1.f **“Ordinary resolution”** means

i) a resolution passed in a general meeting by the members of the Society by a simple majority of the votes cast in person;

ii) a resolution passed in a board meeting by the members of the board by a simple majority of the votes cast in person;

1.1.g **“Special resolution”** means a resolution passed in a general meeting by at least 2/3 of the votes cast by those members of the Society who, being entitled to do so, vote in person when

i) not less than 14 days' notice in writing specifying the intention to propose the resolution as a special resolution has been given directly, by email or other electronic means, or mailed to their registered address, or,

ii) every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 14 days' notice has been given.

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act, the Act prevails.

1.4 In these Bylaws a reference to written notice shall include email or other electronic written communication.

1.5 In these Bylaws, gender neutral terminology shall be used.

 **ARTICLE 2. MEMBERSHIP**

2.1 Members of the Society shall be open to those individuals and organizations who uphold the Constitution of the Society and comply with these Bylaws.

2.2 An individual or organization may apply to the Board for membership by such form as the Board may decide from time to time and upon acceptance by the Board becomes a member.

2.3 The Board may establish categories of individual and organization memberships which may be either voting class or non-voting class. A voting class member must be a member in good standing who supports the arts and culture., members under the age of eighteen may not vote on financial or legal issues. A non-voting class member shall have all of the rights of a voting member, (except the right to hold office) ,vote at a board, general or special meeting.

2.4 Organizations that are voting class members of the Society shall appoint a person to be present in person and vote on behalf of the organization and shall communicate the name of said person to the president or secretary of the Society by letter or email. Where an individual member of the Society is appointed by a member organization to be their representative, that member shall have only one vote at any meeting of the Society.

2.5 The dues and term of the annual membership for each and every category of membership shall be determined from time to time by the Board.

2.6 Rights of members: voting and nonvoting class members in good standing with the Society shall have the right

2.6.a to attend and speak at all meetings of the general membership of the Society (AGM);

2.6.b to attend and speak at all regular meetings of the Board of Directors. All meetings of the Board of Directors and of the general membership shall be open to members in good standing, however the Board may close a Board meeting where, in its opinion, there are matters of a personal or confidential nature to be discussed;

2.6.c to run for election to the Board of Directors. Staff and non votingmembers cannot be elected to the Board.

2.6.d to sit on committees;

2.6.e to have access to, upon proper notice, the records of minutes and financial transactions of the Society, subject to privacy and freedom of information law;

2.7 A member of the Society shall cease to be a member

2.7.a when their term of membership expires;

2.7.b upon delivering a written notice of resignation to the Secretary of the Society or by mailing the notice of resignation to the address of the Society;

2.7.c upon death if a member, or upon dissolution if a group or corporate member;

2.7.d upon being expelled (see 2.9);

2.7.e upon becoming a member not in good standing (see 2.8);

i) if that member renews their membership within thirty (30) days of it lapsing, that member shall be considered a member in good standing and may vote and run for the Board of Directors.

2.8 A member who is in arrears in payment of membership dues or who is in any way financially indebted to the Society for a period of two (2) consecutive months is considered a member not in good standing. Membership is terminated at the end of two months.

2.9 A member may be expelled by a special resolution of the Society passed by a vote of the members in good standing present and in the percentage as dictated by the Act.

2.9.a A fourteen (14) day written notice of the special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the intended expulsion;

2.9.b The member who is the subject of the intended expulsion may be given opportunity to be heard at the general meeting before the special resolution is put to a vote.

*There may be instances for which an opportunity for an explanation or opportunity to be heard at a public meeting needs to be waived*.

2.10 Members who have had their membership terminated and their name removed from the register for reasons of arrears as stated in clauses 2.7.e and 2.8. may be re-admitted to membership by a majority vote of the Board of Directors upon such evidence as they may consider satisfactory.

2.11 Forfeit of rights with termination. Any member who resigns, withdraws or is expelled from the Society shall forthwith forfeit all rights, claims and interest arising from an association with membership in the Council.

 2.12 No personal gain.

2.12.a The Council shall be carried on without the purpose of personal gain for its members, and any income or other accretions to the Society shall be used in promoting its objects;

2.12.b Members may only render services to the Council for a fee if a bona fide hiring or contracting process has been conducted, based on merit and cost.

**ARTICLE 3. REGISTERED OFFICE AND SOCIETY RECORDS**

3.1 The registered office of the Society shall be in the Town of Osoyoos.

3.2 The Society shall keep records as prescribed by the Act.

3.3 The Constitution and these Bylaws shall be maintained on the website of the Society in a form which can be downloaded and printed and is available to all members.

3.4 All books, accounts and records of the society shall be open for inspection by the Officers and Directors at reasonable times and for inspection by members of the society in good standing upon application to the Board and at such times and places the Board shall deem fit.

**ARTICLE 4. FINANCES**

4.1 (The fiscal year of the Society shall be April 30.

4.2 The Treasurer shall, as soon as possible after the end of each fiscal year, close the books of the Society and prepare the annual financial statement.

4.3 If for any reason the Treasurer is not able to prepare the annual financial statement in a timely manner, the Directors may appoint the financial reviewer and/or auditor to do so.

4.4 The annual financial statement is to be presented to the Board for their approval prior to the AGM.

4.5 Each copy of the annual financial statement is to bear the signature of at least two (2) Officers, indicating the approval of the Board.

4.6 The annual financial statement is to be made available at the AGM for the review of the members.

4.7 The Society shall appoint a financial reviewer and/or auditor for the next fiscal year at a general meeting.

4.8 No Director, member, or employee of the Society shall be appointed accountant.

4.9 All revenues of the Society including Standing Committees shall, unless otherwise designated, be considered general funds of the Society and be subject to the accounting procedures stipulated by the Board of Directors.

4.10 An annual budget shall be prepared prior to the completion of each fiscal year and presented to the Board for their approval at the final Board meeting.

4.11 The annual budget is to be made available at the AGM for approval of the members.

**ARTICLE 5. MANAGEMENT**

5.1 The Board shall be composed of no fewer than seven (7)*)* and no more than eleven (11) members plus the immediate past-president who shall serve as Director ex officio and who shall not have a vote, and whose membership on the Board shall expire after one term.

5.2 A Director shall be elected for a two (2) year term. No Director may serve more than three (3) consecutive terms. At the annual general meeting immediately following the initial adoption of these bylaws, ½ of the Directors will be elected for a two (2) year term and the remaining ½ will be elected for a one (1) year term.

5.3 The Executive Officers of the Board shall be the President, Vice-President, Secretary and Treasurer.

5.4 Directors, for all standing committees, including but not limited to, the Art Gallery Osoyoos Committee and the Osoyoos Performing Arts Committee, shall be appointed by the Board to serve as the liaison between the Board and the respective standing committee. Remaining Directors shall become Directors-at-Large and will be assigned committee responsibilities as determined.

5.5 As soon as possible after the election of a Board, its members shall meet to elect the Officers; appoint two Directors who will act as liaisons for the standing committees; and assign Director-at-Large committee duties.

5.6 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do shall conduct all the affairs of the Society which are not directed or required to be done by the Society in general meetings subject to:

5.6.a the Act and any other laws governing the Society;

5.6.b this Constitution and these Bylaws;

5.6.c any rules which are made from time to time by the Society in a general meeting (AGM).

5.7 The Directors shall retire from office at the end of their term and their successors shall be elected at a general meeting.

5.8 The Board may at any time appoint a Director in the event of a vacancy that arises on the Board as a result of the resignation, death, incapacity or expulsion of a director during the Director’s term of office.

5.9 The member 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.

5.10 The Board may at any time appoint a Director in the event that the minimum number of Directors (seven)required was not met during election. The number of appointments shall not exceed the maximum number (eleven).

5.11. The member appointed to fill a Board seat not filled during election ceases to be a Director at the completion of the year of appointment at the Council year end.

5.12 If a Director misses three (3) consecutive meetings without cause, then that Director may be expelled by the Board; the vacant position may be filled in accordance with 5.8.

5.13 No act of proceeding by the Directors is invalid by reason of there being less than the prescribed number of Directors in office.

5.14 The members may, by special resolution, remove a Director before the expiration of their term of office and may by ordinary resolution appoint a successor to complete the term of office pursuant to 8.50 of the Act.

5.15 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.

**ARTICLE 6. REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

6.1 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.

6.2 A Director shall be reimbursed for services or expenditures incurred if;

6.2.a the Executive has approved the expenditure in advance;

6.2.b the Director provides receipts for all expenditures and an accurate record of all time for which reimbursement is sought; and

6.2.c the expenditures and the record of time are approved by a majority of the Board members.

6.3 Signing Officers shall be the Operations Support, if one is employed, and at least two to a maximum of four Board members in good standing and one must be the President and/or Treasurer.

**ARTICLE 7. MEETINGS**

**7.1. BOARD MEETINGS AND PROCEDURES**

7.1.a The Board of Directors shall meet together at such places they think fit in order to dispatch business, adjourn and otherwise regulate their meeting and proceedings.

7.1.b The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum at a Board Meeting shall be a simple majority of the Directors then in office.

7.1.c The President shall be Chair of all meetings of the Directors, but if at a meeting the president is not present within thirty (30) minutes of the time appointed for the start of the meeting, then the Vice-President shall act as Chair. If neither is present, then the Directors present may choose one of their members to be Chair of that meeting.

7.1.d In the absence of the Secretary the Board shall appoint another Director to act as Secretary for that meeting.

7.1.e A Board meeting shall be called by the President or on the request of two (2) Directors provided that at least two (2) days’ notice to all Directors has been made.

7.1.f The Board may establish such special committees as it, from time to time, deems necessary for the operations of the Society. A special committee may be dissolved if the Board decides it is no longer required.

7.1.h The special committee must consist of at least one Director and may include as many members in good standing as deemed appropriate. The Board will determine the appropriate reporting relationship.

7.1.i Questions or motions arising at any meeting of the Board shall be decided by a simple majority vote except the Chairperson of the meeting, who shall only have one vote to break a tie but not to cause a tie. There shall be no voting by proxy.

7.1.j The Directors of the Society may pass a Directors’ resolution without a meeting of all the Directors, if a majority of the Directors consent to the resolution in writing which shall include email.

**7.2. GENERAL MEETINGS OF MEMBERS**

7.2.a In accordance with the Act, a general meeting (AGM) of the Society must be held once every calendar year no later than six (6) months after the end of the fiscal year and at the time and place the Board determines*, barring force majeure.*

7.2.b Every meeting other than the annual general meeting (AGM) is a special general meeting. The Directors may, at any time, convene a special general meeting.

7.2.c Notice of a general meeting shall specify the place, date and hour of the meeting and, in case of special business, the general nature of that business.

7.2.d An accidental omission to give notice of a meeting to, or non-receipt of a notice by any member entitled to receive notice does not invalidate proceeding at the meeting.

**7.3 PROCEEDINGS AT GENERAL MEETINGS**

7.3.a The President of the Society, the Vice-President, or in the absence of both, one of the other Directors present shall preside as Chair of a general meeting.

7.3.b If at a general meeting if there is no individual entitled under these Bylaws who is able to preside as the Chair, within thirty (30) minutes after the time appointed for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the Chair.

7.3.c A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

7.3.c ANNUAL GENERAL MEETING

The business to be conducted at the Annual General Meeting shall include but not be limited to:

i) the adoption of rules of order;

ii) the consideration of the financial statements;

iii) report from the Society's financial reviewer and/or auditor;

iv) the reports of the Directors, Standing Committees and Member Organizations;

v) the appointment of the financial reviewer or auditor, if required;

vi) the election of board members;

vii) the other business that, under these Bylaws, ought to be conducted at an AGM, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

7.3.b GENERAL MEETING

The business to be conducted at a General Meeting shall be limited to

 new business, including any matters about which notice has been given to the members in the notice of meeting;

**7.4 QUORUM**

7.4.a A quorum at a general meeting is twelve (12) members in good standing and/or member group representatives (one per group) present.

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

7.4.c 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.

7.4.d If within thirty (30) minutes after the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of members in good standing, shall be terminated; in any other case may be adjourned to such time and place as the Chair may determine and if at the continuation of the adjourned meeting a quorum is not present within thirty (30) minutes after the time set for the meeting, the Members present will then constitute a quorum.

7.4.e 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.

7.4.f 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.

**7.5 PROOF OF PROCEEDINGS**

At any meeting of the Board of Directors or the general membership of the Society, a declaration by the chairperson that a resolution has been carried, carried by a particular majority, lost, lost by a particular majority, and an entry to that effect in the minute records of the Society shall be conclusive evidence of the fact.

**7.6 DISTRIBUTION OF MINUTES**

Minutes of all general, annual and special membership meetings of the Society shall be made available to all members of the Society. Minutes of meetings of the Board of Directors shall be available to members upon request. Costs for such distribution may be covered by such fees or subscriptions as the Board of Directors may decide.

**7.7 VOTING AT GENERAL MEETINGS**

7.7.a Each voting class individual member in good standing and each appointed Member Organization representative present at a membership meeting shall have one (1) vote.

7.7.b The chairperson has no vote, unless in case of an equality of votes the Chair shall have a casting vote to break a tie.

7.7.c There shall be no voting by proxy or by any other means of communication.

7.7.d Voting is by 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, at least 25% of the members present or by direction of the chairperson, call for a poll or a secret ballot.

7.7.e Two (2) scrutineers shall be appointed by the Chair on all polls or secret ballots. The meeting must approve the scrutineers.

7.7.f 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.

7.7.g 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.

**7.8 NOTICES TO MEMBERS**

7.8.a A notice may be given to a member either personally, by post or by electronic means to the member’s registered email address.

7.8.b Notice of a meeting of the Society may be given by inserting such notice in a local newspaper

7.8.c Notice of a general meeting shall be given to every member shown on the register of members on the day the notice is given, and to the financial advisor and/or auditor.

7.8.d No person other than a member of the Society is entitled to receive a notice of a general meeting.

7.8.e Members shall be given written notice of an annual or general meeting at least fourteen (14) days and no earlier than sixty (60) days before the meeting.

7.8.f. For a first meeting of directors held immediately following the appointment or election of directors at an AGM 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.

**ARTICLE 8. ELECTIONS**

8.1 At least four (4) weeks prior to the annual meeting, the directors shall appoint a nominating committee.

8.2 The nominating committee shall prepare a slate of directors and officers for the ensuing year and shall report the nominations at the annual general meeting.

8.3 Nominations may be made from the floor at the annual general meeting and when properly seconded, such nominations shall be added to those recommended by the nominating committee.

8.4 The consent of the nominee for election as a Director must be obtained before the nominee’s name can be added to a list of those contesting the election, in written format or verbally if nomination made from the floor.

8.5 Persons nominated, elected or appointed to serve on the Board must:

8.5.a Be an individual member;

8.5.b Be a member in good standing.

8.6 At each annual general meeting, the voting members entitled to vote for the election of appointment of Directors must elect the Board.

8.7 An election of a Director may be by acclamation; otherwise it shall be a vote by show of hands unless two (2) of the voting members call for a secret ballot as per 7.3.g. iv At such time, the President shall appoint two (2) scrutineers for the election as per 7.3.h v; the meeting must approve the returning officers.

8.8 If no successor is elected and the result is less than eight (8), the person previously elected or appointed may continue to hold office.

**ARTICLE 9. STANDING COMMITTEES AND SPECIAL COMMITTEES**

9.1 The standing committees of the Society shall be but are not limited to:

9.1.a The Art Gallery Osoyoos Committee (TAGO);

9.1.b. The Osoyoos Performing Arts (OPA).

9.2 A standing committee formed to exercise the powers so delegated shall consult with the Board liaison and shall report every act of thing done in the exercise of those powers for presentation at each Board Meeting including but not limited to: the annual budget, monthly accounting statements, year-end accounting statement, annual program plan, year-end report, monthly meeting notes, fundraising plans and activities including sponsorship solicitation and grant applications.

9.3 Any Director delegated as the Board Liaison on a standing committee may delegate any, but not all, of their powers to the committee members while at all times representing and maintaining the interests of the Society in regards to this Constitution and these Bylaws. The Board Liaison must attend all committee meetings as an observer and counsel;

9.4 Two-thirds (2/3) of the members of a standing committee shall be Members in good standing.

9.5 The standing committee shall appoint members in good standing to the positions of: Chair and Vice-Chair (or two Co-Chairs), Recorder and Bookkeeper and other positions as required.

9.6 The Chair (Co-Chairs) of the standing committee shall be determined by the committee and presented to the Board.

9.7 The Chair or Co-Chairs shall attend the meetings of the Board when requested but shall have no vote.

9.8 A special committee shall be chaired by either a Director or a member in good standing as determined by the Board.

9.9 Standing and special committees shall operate within a framework and time span prescribed by the Board and shall report to the Board in writing which shall include email.

9.10 Questions arising at meetings of committees shall be decided by a majority vote if consensus cannot be achieved.

9.11 A contact list of all standing committee members shall be provided to the board at the beginning of each Calendar year and upon striking a special committee.

**ARTICLE 10. DUTIES OF OFFICERS**

10.1 Directors who are elected or appointed to a position on the Board in addition to the Executive and Liaison positions described in these Bylaws are elected or appointed as Directors at Large.

10.2 The President is Chair of the Board and is responsible for overseeing the other Directors in the execution of their duties.

10.3 The President:

10.3.a shall preside at all meetings of the Society and of the Directors.

10.3.b is ex officio a member of all committees established by the Society.

11.4.c May name a Director to represent the President at meetings of committees.

10.4 The Vice-President shall carry out the duties of the President during the President’s absence.

10.5 The Secretary is responsible for doing or making the necessary arrangements for the following:

10.5.a conducting the correspondence of the society;

10.5.b issuing notices of meetings of the society and of the directors;

10.5.c taking minutes of Board meetings and general meeting;

10.5.d collecting and filing the meeting notes of the standing committees;

10.5.e maintaining the register of members;

10.5.f keeping the records and documents in accordance with the Act;

10.5.g conducting the correspondence of the Board.

10.5.h filing the annual report of the Society and making any other filings with the registrar under the Act;

10.5.i holding custody of the common Seal of the Society.

10.6 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

10.7 The Treasurer is responsible for doing, or making the necessary arrangements for the following:

10.7.a receiving and banking monies collected from the members or other sources;

10.7.b working with all Standing Committee Bookkeepers to provide oversight and guidance in regards to recording and submitting financial statements as required;

10.7.b keeping accounting records in respect of the Society’s financial transactions;

10.7.c preparing the Society’s financial statements;

10.7.d making the Society’s filings respecting taxes;

10.7.e keeping the financial records, including books of account, necessary to comply with the Societies Act;

10.7.f rendering financial statements to the Directors, members and others when required.

**ARTIICLE 11. BORROWING**

11.1 In order to carry out the purpose of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

11.2 A debenture must not be issued nor may any property of the Society be mortgaged or similarly encumbered without the authorization of a special resolution.

11.3. The Members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

11.4 The Council may invest its funds in accordance with s.33 of the Act.

11.5 The Board of Directors may not borrow money for any purpose unless and until authorized to do so by special resolution passed by the members.

**ARTICLE 12. GENERAL**

12.1 Each and every Bylaw contained herein is subject to the provisions of the Income tax Act (Canada) and amendments thereto. The Board or the members must not cause the Society to do anything which is in contravention of the Income Tax Act and must not cause the Society to do any act or thing which would cause the Society to cease to qualify as a registered charity under the Income Tax Act.

12.2 The activities of the Society must be carried on without purpose of personal gain for its members and any income, profits or other accretions to the Society must be used in promoting the purposes of the Society.

12.3 Upon the winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up, including the remuneration of a liquidator, and after payment to employees of the Society or any arrears of salaries, or wages, and after the payment of any debts of the Society, shall be distributed to one or more charitable institutions with purposes similar to those of the Society, or, if this cannot be done, to one or more qualified doner(s) as defined under the provisions of the Income tax Act (Canada) from time to time in force.

**ARTICLE 13. STANDARDS AND PRACTICES** laws of the land

13.1 The Society will always operate with the highest possible standard of ethics and integrity.and within the

13.2 The lack of a Statutory rule, law or regulation prescribing a specific level of ethics or integrity, or the existence of a Statutory rule, law or regulation prescribing a lower level of ethics or integrity does not reduce the Society’s obligations under 14.1

13.3 All financial records of the society shall be available for inspection by the officers and directors at reasonable times and for inspection by members of the society in good standing upon application to the board of directors and at such times and places the board shall deem fit.

13.4 The Society shall have the right to subscribe to, become a member of and cooperate with any other Society, corporation or association whose purposes or objectives are in whole or in part similar to its purposes.

**ARTICLE 14 - CUSTODY AND USE OF THE SEAL OF THE SOCIETY**

14.1 The Board of Directors may provide a common seal of the Society.

14.2 The secretary or other officer of the Society shall have custody of the common seal of the Society, as the Board of Directors so decides. The seal shall not be affixed to any document except in the presence of any two (2) directors appointed by the Board, and such persons so present shall sign every document to which the seal of the Society is affixed.

**ARTICLE 15. BYLAWS**

15.1 On being admitted to membership, each member is entitled to, and the society shall provide on the website membership section, or give to the member upon request, without charge*,*  a copy of the constitution and bylaws of the society.

15.2 These bylaws shall not be altered except by special resolution at an AGM.

**ARTICLE 1. INSURANCE**

16.1 The Directors shall cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a director, officer, employee or agent of the Society and their heirs or personal representatives against any liability incurred by them as such Director, officer, employee or agent.