

Bylaws of the Tourism Nanaimo Society (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

1.1 Definitions

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;

"Chair" means the person elected as the chair of the Society pursuant to Part 6 of these Bylaws;

"Directors" means the directors of the Society duly elected or appointed for the time being;

"electronic means" means any electronic or digital system or combination of electronic or digital systems, including email, telephonic, facsimile, electronic, computer or internet-based technology or other communication facility or medium that:

(a) in relation to a meeting or proceeding permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location; and

(b) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;

"Member" means a member of the Society who is in good standing, in accordance to these Bylaws;

"Tourism Stakeholders" means member of the Society specified in section 2.2(b) (each separately, the **"Tourism Stakeholder"**).

"Vice-Chair" means the person elected as the chair of the Society pursuant to Part 6 of these Bylaws.

1.2 Definitions in Act apply

The definitions in the Act on the date these bylaws become effective apply to these Bylaws.

1.3 Conflict with Act or regulations

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.

1.4 Interpretation

1.4.1 The words importing the singular include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.

1.4.2 The headings used in these Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

PART 2 – MEMBERSHIP

2.1 Members

Members of the Society are the applicants for incorporation of the Society, and those organizations who subsequently have become the Members in accordance with these Bylaws and, in either case, have not ceased to be Members.

2.2 Classes of Members

The Society shall have the following Members:

(a) City of Nanaimo, and

(b) Tourism Stakeholders: shall be restricted to Snuneymuxw First Nation, Nanaimo Hospitality Association, Nanaimo Chamber of Commerce, Vancouver Island University and Nanaimo Airport Authority.

2.3 Duties of members

2.3.1 Every Member must uphold the constitution of the Society and must comply with these Bylaws.

2.3.2 Every Member shall comply with the policies and procedures of the Society.

2.4 Amount of membership dues

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

2.5 Member not in good standing

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.

2.6 Termination of membership

A Member shall immediately cease to be a Member of the Society:

- (a) upon the date the Member resigns in writing;
- (b) on dissolution;
- (c) by reason of expulsion; or
- (d) on having been a Member not in good standing for six (6) consecutive months.

2.7 Expulsion from Membership

2.7.1 A Member may be expelled from the Society by a special resolution of the Members passed at a general meeting.

2.7.2 The notice of special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

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

2.7.4 The special resolution shall include the date, if any, that the Member may re-apply for membership in the Society.

PART 3 – GENERAL MEETINGS OF MEMBERS

3.1 Annual general meeting

The Annual General Meeting of the Society may be held at any place within the City of Nanaimo, Province of British Columbia on a day, time and month as the Board may by resolution determine, and such meeting shall ordinarily take place at least once every calendar year.

3.2 Documents presented at annual general meeting

At Annual General Meetings there shall be presented a report to the Members of the affairs of the Society, the auditor's report, any financial statements as shall be required by the Act, and other such information or reports relating to the Society's affairs as the Board may determine.

3.3 Special general meeting

Every general meeting, other than an Annual General Meeting, is a special general meeting. A special general meeting of the Society may be called at any time by the Board or on a written request of two (2) voting Members of the Society. In the event of a written request, the procedures and time limits as set forth in the Act shall be followed.

3.4 Ordinary business at general meeting

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.

3.5 Notice

3.5.1 Notice of the general meeting shall be distributed to all Members by posting the notice on the Society's corporate website 45 days in advance of the meeting and notifying all Members, for whom the Society has an email address on file, of such posting.

3.5.2 A notice of a general meeting must state:

- (a) the time, date and place of the meeting;
- (b) 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; and
- (c) if the Board has determined to permit participation in a general meeting by electronic means, notice of the meeting must inform

Members and other participants, if any, that they may participate by electronic means and provide instruction on how this may be done.

3.5.3 Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

3.6 Omission of Notice

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

3.7 Voting Rights

3.7.1 Each Member shall be entitled to one (1) vote at a general meeting.

3.7.2 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.

3.7.3 Tourism Stakeholders shall provide to the Board the name of a person who shall vote on behalf of the Tourism Stakeholder, and to whom the notice of general meetings must be sent.

3.7.4 Voting by proxy is not permitted.

3.7.5 If all of the Members entitled to vote at a general meeting consent in writing to a resolution, that resolution (whether an ordinary resolution or a special resolution) is as valid and effective as if it had been passed at a duly constituted meeting of the Members.

3.8 Chair of general meeting

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 Chair,
 - (ii) the Vice-Chair, if the Chair is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the Chair and Vice-Chair are unable to preside as the chair.

3.9 Alternate chair of general meeting

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.

3.10 Quorum required

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.

3.11 Quorum for general meetings

The quorum for the transaction of business at a general meeting is half of the voting Members.

3.12 Lack of quorum at commencement of meeting

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.

3.13 If quorum ceases to be present

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.

3.14 Adjournments by chair

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.

3.15 Notice of continuation of adjourned general meeting

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.

3.16 Order of business at general meeting

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) 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.

3.17 Methods of voting

Voting at a meeting will be conducted in a manner directed by the chair of the meeting and must be in a manner that adequately discloses the intentions of the members.

3.18 Announcement of result

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.

3.19 Matters decided at general meeting by ordinary resolution

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

4.1 Number of directors on Board

4.1.1 The Society must have 16 directors.

4.1.2 The Board shall consist of:

- (a) up to twelve (12) directors appointed in accordance with subsections 4.2(a)-(d) (the “Appointed Directors”); and
- (b) up to four (4) directors appointed by the Appointed Directors in accordance with subsections 4.2(e).

4.2 Appointment of directors

- (a) the Snuneymuxw First Nation, Nanaimo Chamber of Commerce, Vancouver Island University and Nanaimo Airport Authority each appoints one (1) representative, who shall be a voting director;
- (b) the City of Nanaimo appoints two (2) members of City Council, who shall be voting directors;
- (c) the City of Nanaimo appoints one (1) senior manager, who shall be a non-voting director;
- (d) the Nanaimo Hospitality Association appoints three (3) representatives, who shall be voting directors; and
- (e) Nanaimo Port Authority appoints one (1) representative, who shall be a voting director;
- (f) Vancouver Island Conference Centre appoints one (1) representative, who shall be a voting director;
- (g) the Appointed Directors, who are voting directors, by a majority vote, appoint four (4) directors from the Transportation, Tourism and Attractions, Arts and Culture and Food and Beverage sectors:
 - (i) for the inaugural Board, from among the representatives of these sectors who serve on the City of Nanaimo’s Tourism Nanaimo Working Group; and

(ii) for the following years, from among the representatives of these sectors who have skills related to these sectors and whose participating would confer a benefit on the running of the Society in accordance with skills matrix set out by the nominations committee of the Board,

and who shall be voting directors.

4.3 Term of appointment

4.3.1 Directors are appointed for two (2) year terms and may be re-appointed for two (2) consecutive additional terms for a maximum period of six (6) years.

4.3.2 Eight (8) directors of the inaugural Board shall be appointed for a three (3) year term. Three (3) of these directors are appointed by the Nanaimo Hospitality Association and the other five (5) are appointed by the Tourism Stakeholders. These directors may be re-appointed for an additional two (2) consecutive terms, each of which is two (2) years in duration.

4.3.3 Directors are appointed (or reappointed, as the case may be) on a staggered basis beginning at the end of year two when eight (8) voting director positions become open.

4.3.4 The appointed directors must retire from office at the annual general meeting coinciding with the expiration of their term when their successors are appointed.

4.4 Directors may fill casual vacancy on Board

The Board may, at any time, appoint an individual representing 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.

4.5 Term of appointment of director filling casual vacancy

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.

4.6 Directors' acts valid despite vacancy

An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

4.7 Directors' removal

The Members may, by special resolution, remove a director, before the expiration of his or her term of office, and may appoint a successor to complete the term of office.

PART 5 – DIRECTORS' MEETINGS

5.1 Calling directors' meeting

A directors' meeting may be called by the Chair or by any two (2) other directors.

5.2 Notice of directors' meeting

At least two (2) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

5.3 Proceedings valid despite omission to give notice

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.

5.4 Conduct of directors' meetings

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

5.5 Quorum of directors

The quorum for the transaction of business at a directors' meeting is eight (8) directors.

5.6 Voting at directors' meeting

5.6.1 All voting directors may vote on all decisions of the Board. Each voting director, including the Chair, shall be entitled to one (1) vote at any meeting of directors.

5.6.2 Questions arising at any meeting of directors are to be decided by a majority of votes and, in the case of an equality of votes, the Chair does not have a second or casting vote.

5.7 Directors' meeting by electronic means

If the Chair has determined to permit participation in a meeting of directors by electronic means, notice of the meeting must inform directors that they may participate by electronic means and provide instruction on how this may be done.

5.8 Role of board

The Board may make a broad range of decisions, including those related to:

- (a) approval of the Society's annual plan that outlines the receipt and intended use of annual funding from the City of Nanaimo, Nanaimo Hospitality Association, Destination BC and other partners; and that is developed in collaboration with the Nanaimo Hospitality Association pursuant to the terms of the MRDT program;
- (b) approval of the Society's annual financial plan that identifies anticipated revenues and planned expenses on operations, programs and initiatives;
- (c) approval of funding agreements between the Society and the City of Nanaimo, and the Society and the Nanaimo Hospitality Association;
- (d) approval of the multi-year Tourism Nanaimo Destination Strategy and annual plan;
- (e) approval of the sport tourism and business and meeting tourism inter-agency agreements;
- (f) the hiring of an Executive Director for the Society;
- (g) policies setting out the authority and responsibilities of the Executive Director;
- (h) monitoring and measuring the performance of the Executive Director in implementing the Board's policies and fulfilling the other responsibilities assigned to the position;
- (i) the development of policies to govern Society business;
- (j) entering into agreements and contracts, and terminating such agreements and contracts where necessary;
- (k) initiating projects and programs to implement the Tourism Nanaimo Destination Strategy and annual tactical plan;
- (l) appointing an independent auditor to prepare the Society's Annual Financial Statements;
- (m) the creation and appointment of members to Board committees.

5.9 Remuneration of directors

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.

PART 6 – BOARD POSITIONS

6.1 Election or appointment to Board positions

Every other year, each Board, within 30 days following the Annual General Meeting, shall elect the following Board positions, and a director, other than the Chair, may hold more than one position:

- (a) Chair;
- (b) Vice-Chair;
- (c) secretary-treasurer.

6.2 Directors at large

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

6.3 Role of chair

The Chair is the chair of the Board and is responsible for the following:

- (a) supervising the other directors in the execution of their duties;
- (b) presiding at all meetings of the Board;
- (c) providing leadership to the Board, including by recommending resolutions;
- (d) providing, on behalf of the Board, general direction to the Society's Executive Director;
- (e) acting as the Board's primary-liaison and spokesperson with City Council, the media and external agencies;
- (f) carrying out other duties assigned by the Board.

6.4 Role of vice-chair

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

6.5 Role of secretary-treasurer

The secretary-treasurer 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) maintaining the register of the Members;
- (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) receiving and banking monies collected from the Members or other sources;
- (g) keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*;
- (h) rendering of the Society's financial statements to the Board, Members and others, when required;
- (i) making the Society's filings respecting taxes.

6.6 Absence of secretary-treasurer from meeting

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

6.7 Executive director

6.7.1 The Board may appoint an executive director and may fix the salary, benefits or remuneration and other terms of employment of the executive director and define his/her duties and tenure of office or employment which, unless otherwise provided, shall be at the pleasure of the Board.

6.7.2 The executive director shall report to the Board.

6.7.3 The executive director shall manage the operations of, and initiatives undertaken by, the Society, including the following:

- (a) directing and overseeing the work of contractors, consultants and any support staff who are retained to assist with initiatives and core operations based on approved plans and budgets;
- (b) managing, supervising and administering the day-to-day operations of the Society;
- (c) developing administrative procedures, policies and guidelines to guide the implementation of the Board's policies and goals;
- (d) advising the Board on the implementation and updating of the Tourism Nanaimo Destination Strategy and annual tactical plan;

- (e) appraises the Board of, and advises the Board on, tourism issues, trends and research;
- (f) liaises with staff at the City of Nanaimo, and with staff at the Tourism Stakeholder agencies;
- (g) engages tourism operators on a range of tourism industry and development matters, and on the development of proposals for new initiatives and research;
- (h) liaises with Destination B.C., Destination Canada and other funding agencies;
- (i) represents the Society and serves as a spokesperson for the Society at various events inside and outside of Nanaimo.

6.7.4 The executive director may serve as a non-voting ex-officio participant at all meetings of the Board and Board committee, unless otherwise determined by a majority vote of the Board or Board committee respectively.

PART 7 – COMMITTEES

7.1 Delegation to committees

The Board may delegate any, but not all, of their powers to committees. Accordingly, the Board may, from time to time establish committees as it sees fit, including committees to assist in implementing the Tourism Nanaimo Destination Strategy and annual plan to provide advice on new and ongoing initiatives and to attend to the business of the Board and the Society. For clarity, the Board may not delegate to committees its powers to enter into contracts or make any financial commitments on behalf of the Society.

7.2 Committees

7.2.1 All committee members are appointed by the Board as a whole. A committee shall consist of at least one voting director and such additional Members, or their authorized representative, or persons, as the Board appoints in its discretion. The Board appoints a chair and vice-chair for each committee from among voting directors who serve on the committee.

7.2.2 The Board may, in its sole discretion, remove any person from a committee.

7.2.3 All committees so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors from time to time, and must report every act or thing done in exercise of those powers to the earliest

meeting of the directors held after the act or thing has been done. Minutes of each and every committee meeting must be taken and copies provided to the Board prior to the next scheduled Board meeting.

PART 8 – ACCOUNTABILITY

8.1 Board accountable to members

The Board is accountable to the Members for the operation and performance of the Society. Accountability is achieved through:

- (a) the presentation to the Members at the Annual General Meeting of Annual Financial Statements prepared by an independent auditor;
- (b) the presentation to the Members of an Annual Report that:
 - i. provides information on the Society’s initiatives and efforts, including grant and other fund development-related efforts, over the previous year,
 - ii. assesses the Society’s past-year performance in implementing the initiatives of the Destination Strategy and annual plan,
 - iii. sets out important initiatives and events that are planned for the upcoming year, as per the Tourism Nanaimo Destination Strategy and annual plan,
 - iv. reports on the funding agreement and tactical plans between the Society and the Nanaimo Hospitality Association for the past year and upcoming year;
- (c) quarterly briefings to the City of Nanaimo Council in its capacity as the primary funding agency of the Society;
- (d) other means, formal and informal, that the Members may request.

PART 9 – FUNDING AND FINANCE

9.1 Core funding

Core funding for the Society provides the support required by the Society to exist and operate. Core funding covers the following types of costs and expenses:

- (a) remuneration for the executive director and any support staff hired by the Society;
- (b) the operation of the Board;
- (c) office expenses including rent and lease;
- (d) office support contract expenses (e.g., for bookkeeping);
- (e) social media and website (including Visitor Servicing) development and management;
- (a) legal, accounting and other professional costs.

A portion of the City of Nanaimo's annual contribution is directed to cover the Society's core costs.

9.2 Visitor services funding

Funding required to operate the Visitor Information Centre and to provide related visitor services. A portion of the City of Nanaimo's annual contribution is directed to cover the Society's visitor services costs.

9.3 Marketing and development funding

Destination marketing, destination management and product development initiatives are identified in the Destination Strategy, annual tactical plan and the Society's annual approved Financial Plan. Funds to support these initiatives come from the following entities:

- (a) the City of Nanaimo (local tax revenue contribution) in accordance with the funding agreement between the Society and the City;
- (b) Nanaimo Hotel Association (Municipal and Regional District Tax revenue contribution) in accordance with the funding agreement between the Society and the Nanaimo Hotel Association;
- (c) Destination B.C. and other funders (public, private and not-for-profit sectors) in accordance with any terms of agreement related to the receipt of grants and other funds.

9.4 Borrowing

9.4.1 In order to carry out the purposes 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, in particular but without limiting that power, by the issue of debentures. Any borrowing must be authorized by the voting Members by a special resolution with a prior written approval of the City of Nanaimo.

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

9.5 Financial Records

The finances of the Society shall be under the control of the secretary-treasurer who shall be responsible for the maintaining of proper accounting records and ensure that all monies of the Society shall be kept on deposit in a chartered bank, credit union or trust company.

9.6 Current Operating Account

The current operating account shall be maintained in such chartered bank, credit union or trust company as designated by the directors. All current operating incomes and dues received shall be deposited in this account, out of which normal operating expenses shall be paid. The secretary-treasurer shall present a financial report at each Board meeting.

9.7 Savings Account

The Board may maintain savings accounts or invest in short term bank deposits as may be advantageous to the Society. The Board shall ensure that all conditions of deposit have been adhered to.

9.8 Auditor

The accounts of the Society shall, within a reasonable time after the end of each financial year, be examined and their correctness ascertained and certified by one (1) or more independent auditor to be selected and appointed annually by the Board. All accounts for each financial year shall be prepared by February 15.

9.9 Financial Year End

The Society's financial year end shall be December 31.

9.10 Inspection of records

All books, accounts and records of the Society shall be open for inspection by the directors at all reasonable times and for inspection by the Members upon application to the Board at such time and place as the Board may deem fit. All minutes or proceedings of all meetings of the Society and all records of the Society shall be kept or caused to be kept by the City of Nanaimo.

PART 10 –SEAL AND SIGNING AUTHORITY

10.1 Use of Seal

The directors may provide a common seal for the Society and from time to time may destroy the seal and substitute a new seal in its place. The common seal shall be affixed only when authorized by a resolution of the directors and then only, in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the Chair and Vice-Chair.

10.2 Signing authority

Contracts, documents or instruments in writing requiring the signature of the Society may be signed by:

- (a) the Chair, together with the voting director,
- (b) in the absence of the Chair, the Vice-Chair, together with the voting director, or
- (c) any two voting directors

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality. The Board will have power from time to time by Board resolution to appoint any director, executive director, or any person or persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 11 –CONSTITUTION AND BYLAWS

11.1 On becoming a Member, each Member is entitled to, and the Society must give the Member without charge, a copy of the constitution and Bylaws of the Society, or advise the Member where a copy of the constitution and Bylaws are available electronically without charge to the Member.

11.2 These Bylaws must not be altered or added to, including provisions related to purpose of the Society, the size, composition and manner of appointment to the Board of Directors and the admission of additional Members and creation of additional classes of Members, except by a special resolution of the voting Members approved by the City of Nanaimo.

PART 12 –DISSOLUTION

- 12.1** The voting Members may, by a special resolution approved by the City of Nanaimo, dissolve, or liquidate and dissolve the Society.
- 12.2** In the event of dissolution or winding up of the Society, the liquidator appointed shall cause all remaining assets of the Society, after payment of all liabilities, shall be distributed to one or more organization situated in British Columbia the objects of which are cognate or similar to those of the Society or to the City of Nanaimo and such organization or organizations shall be determined by a majority of the Members attending the first meeting called by the liquidator.