

BYLAWS of the Tourism Association of Vancouver Island (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;

“**Chair**” means the Board Chair;

“**Directors**” means the directors of the Society duly elected or appointed for the time being;

“**Registered address**” of a Registered Stakeholder, means their address as recorded in the register of Registered Stakeholders;

“**Vancouver Island Region**” means the region represented by Tourism Association of Vancouver Island as defined by Destination British Columbia, namely Vancouver Island, the Gulf Islands and the portion of the lower mainland from Bute Inlet to Rivers Inlet.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws. Notwithstanding the foregoing, all references in these Bylaws to the term "Registered Stakeholder" shall be interpreted to mean a "member", as used in the Act.

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.

Interpretation

1.4 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.

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 – STAKEHOLDERS

Registered Stakeholders

- 2.1 The Registered Stakeholders of the Society are those organizations who were Registered Stakeholders at the time these Bylaws become effective, and those organizations who subsequently have become Registered Stakeholders in accordance with these Bylaws and, in either case, have not ceased to be Registered Stakeholders.
- 2.2 An organization, meeting the stakeholder criteria set out below, may apply to the Board to register with the Society, and the organization becomes a Registered Stakeholder on the Board's acceptance of such application.
- 2.3 Businesses, associations or government bodies within the Vancouver Island region, meeting the criteria maintained by the Society for the relevant business category, are stakeholders of the Society; and eligible to apply to become Registered Stakeholders.

Duties of Registered Stakeholders

- 2.4 Every Registered Stakeholder must uphold the constitution of the Society and must comply with these Bylaws.
- 2.5 The amount of the annual membership dues, if any, must be determined by the Board.
- 2.6 A Registered Stakeholder is not in good standing if the Registered Stakeholder fails to pay the member's annual membership dues, if any, or any other subscription or debt due and owing by him to the Society, and the Registered Stakeholders is not in good standing for so long as those dues remain unpaid.

Classes of Registered Stakeholders

- 2.7 (a) There shall be three classes of Registered Stakeholders, namely Voting, Non-Voting, and Honorary.
 - (b) Voting - Organizations meeting the stakeholder criteria for tourism business, having become Registered Stakeholders in accordance with these bylaws, and having registered with the Society as a voting stakeholder will be considered a Voting Registered Stakeholder.
 - (c) Non-Voting - Organizations meeting the stakeholder criteria for categories other than tourism business, or those meeting the stakeholder criteria for tourism business, in either case having become Registered Stakeholders in accordance with these bylaws, and having registered with the Society as a non-voting stakeholder, will be considered a Non-voting Registered Stakeholder.
 - (d) Honorary Stakeholders - The Board may, by resolution, on terms and for reasons it deems appropriate, appoint honorary stakeholders to the Society for one (1) year or life. Such stakeholders will not be entitled to vote.

Stakeholder not in Good Standing

- 2.8 A Voting Registered Stakeholder who is not in good standing:

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a Voting Registered Stakeholder for the purpose of consenting to a resolution of the Voting Registered Stakeholders.

Termination of Registration

2.9 A Registered Stakeholder shall cease to be a Registered Stakeholder of the Society:

- (a) when he delivers his resignation in writing to the Secretary of the Society;
- (b) on his death or in the case of a corporation or partnership on dissolution;
- (c) on being expelled, or
- (d) on having been a Registered Stakeholder not in good standing for 6 consecutive months.

2.10 Any Registered Stakeholder that fails to maintain compliance with any part of the stakeholder criteria or that fails to adhere to the code of conduct of the Society may be advised by the Board of the discrepancy. Such Registered Stakeholder will be given 20 business days from the receipt of the notice to remedy all areas of the discrepancy. If, in the Board's determination all areas of the discrepancy have not been resolved to the Board's satisfaction, the Registered Stakeholder may be expelled by resolution of the Board.

PART 3 – GENERAL MEETINGS OF STAKEHOLDERS

Time and Place of General Meeting

3.1 A general meeting must be held at the time and place the Board determines.

Annual General Meeting

3.2 The Annual General Meeting of the Society may be held at any place within the Vancouver Island region of the 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. At Annual General Meetings there shall be presented a report to the Registered Stakeholders 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.

Notice of Annual General Meeting

3.3 Notice of the Society's Annual General Meeting will be distributed to all Registered Stakeholders by posting the notice on the Society's corporate website 21 days in advance of the meeting and notifying all Registered Stakeholders, for whom the Society has an email address on file, of such posting.

Special General Meeting

3.4 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 requisition pursuant to the Act, of 10% (ten per cent) of the Voting

Registered Stakeholders of the Society. In the event of a requisition, the procedures and time limits as set forth in the Act shall be followed.

Ordinary Business at General Meeting

3.5 At a general meeting, the following businesses 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.

Omission of Notice

3.6 The accidental omission to give notice of any meeting or the non-receipt of any notice by any Registered Stakeholder(s) shall not invalidate any resolution passed or any proceedings taken at any meeting of Registered Stakeholders.

Notice of Special Business

3.7 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 Registered Stakeholder receiving the notice to form a reasoned judgment concerning that business.

Chair of the General Meeting

3.8 The Chair is entitled to preside as the chair of a general meeting.

Alternate Chair of General Meeting

3.9 In the absence of the Chair or Vice-Chair, the Voting Registered Stakeholders shall choose another member of the Board as Chairperson and if no members of the Board are present or if all the members of the Board present decline to act as Chairperson within 15 minutes from the time set for holding the meeting, the Voting Registered Stakeholders present shall choose one of the Registered Stakeholders, or their authorized representative, as applicable, present at the meeting to preside as the Chairperson.

Minutes

3.10 The Secretary-Treasurer shall cause to be kept minutes of all meetings of the Society. In the absence of the Secretary-Treasurer from a meeting, the Chairperson shall be responsible to make provisions for the taking of such minutes.

Quorum required

- 3.11 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 Registered Stakeholders is present.

Quorum for General Meetings

- 3.12 The quorum for the transaction of business at a general meeting is half the members of the board plus one (1) or five percent (5%) of the registered voting stakeholders.

Lack of Quorum at Commencement of Meeting

- 3.13 If, within 30 minutes from the time set for holding a general meeting, a quorum of Voting Registered Stakeholders is not present,
- (a) in the case of a meeting convened on the requisition of Voting Registered Stakeholders, 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 Registered Stakeholders who are present constitute a quorum for that meeting.

If Quorum Ceases to be Present

- 3.14 If, at any time during a general meeting, there ceases to be a quorum of Voting Registered Stakeholders 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

- 3.15 The chair of a general meeting may, 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

- 3.16 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

- 3.17 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 Registered Stakeholders in the notice of meeting;
- (h) terminate the meeting.

Voting - Stakeholders

3.18 At any meeting of Voting Registered Stakeholders: (i) a corporate Voting Registered Stakeholder may vote by its authorized representative who is entitled to speak and vote, and in all other respects exercise the rights of a Voting Registered Stakeholder and that representative shall be reckoned as a Voting Registered Stakeholder for all purposes with respect to a meeting of the Society; and (ii) each Voting Registered Stakeholder shall be entitled to one vote provided such right to vote may be exercised only by the authorized representative or by a proxy for such Voting Registered Stakeholder duly appointed in writing, but who may not carry more than one such proxy under any circumstances. Every question submitted to any meeting of the Voting Registered Stakeholders shall be decided in the first instance by a majority of votes given on a show of hands, unless a poll or other method is directed by the chair of the meeting.

Announcement of Result

3.19 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

3.20 A person voting as proxy for a Voting Registered Stakeholder shall, prior to voting such proxy, deliver to the Chairperson the written proxy of the Voting Registered Stakeholder represented.

Matters decided at General Meeting by Ordinary Resolution

3.21 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.

Special Resolution

3.22 Whereby the Act, or by these Bylaws, a special resolution is required, unless otherwise provided herein, or unless otherwise provided in the Act, such special resolution shall require the threshold of Voting Registered Stakeholders specified in the Act.

PART 4 – DIRECTORS

4.1 The affairs of the Society shall be managed by a Board of Directors (hereinafter referred to as the 'Board') which exercises all such powers and do all such acts as deemed necessary to carry on the business of the Society as per the Constitution and Bylaws. 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.

Number of Directors on Board

- 4.2 (a) The Society must have no fewer than 3 and no more than 13 directors.
- (b) The Board shall consist of:
- (i) up to seven (7) directors elected in accordance with 4.3;
 - (ii) up to five (5) directors appointed in accordance with 4.4; and
 - (iii) the immediate Past Chair.

Elected Directors

4.3

- (a) The Vancouver Island Region will be divided into electoral areas for convenience of representation. The electoral area boundaries will be set according to determined marketing areas, namely:
- (i) South Island: Capital Regional District (excluding Southern Gulf Islands);
 - (ii) South Central Island: Cowichan Valley (Malahat to Ladysmith);
 - (iii) Central Island: Nanaimo, Parksville, Qualicum Beach to Coombs;
 - (iv) Gulf Islands: Southern & Northern Gulf Islands, excluding Cormorant & Malcolm Islands;
 - (v) Pacific Rim: Alberni-Clayoquot;
 - (vi) North Central: Comox and Strathcona; and
 - (vii) North Island: Mount Waddington including Sayward & Zeballos.
- (b) Up to 7 directors will be elected by the Voting Registered Stakeholders having regard to the intention that each of such elected directors will represent a separate electoral area by virtue of being a representative of a Voting Registered Stakeholder operating in the respective electoral area.

- (c) Each elected director will be elected for a 2 year term with staggered terms as follows:
 - (i) Directors representing South Island, Gulf Islands, Cowichan, and Central Island shall be elected in the same year;
 - (ii) Directors representing North Central Island, Pacific Rim, and North Island will be elected on alternate years; and
 - (iii) With the exception of the immediate Past Chair who shall remain on the Board until succeeded, no elected director may serve on the Board longer than seven (7) consecutive years. Each elected director will serve for a two (2) year term.
- (d) The Nominating Committee is the Governance Committee. The Nominating Committee shall meet and prepare a slate of nominations for the ensuing year. This slate may only include representatives of Voting Registered Stakeholders of the Society that are in good standing.
- (e) Not less than seventy-five (75) days prior to the Annual General Meeting of the Registered Stakeholders, the nominating committee shall present to the Board nominations of representatives of Voting Registered Stakeholders of the Society in good standing. The names of all such nominees shall be forwarded to all Voting Registered Stakeholders of the Society at least sixty (60) days prior to the Annual General Meeting. Additional nominations may be made by instrument in writing, signed by four (4) Voting Registered Stakeholders other than the Registered Stakeholder with which the nominee is affiliated, and delivered to the Chair of the Nominating Committee at least forty-five (45) calendar days prior to the Annual General Meeting.
- (f) Notwithstanding 4.3(e), in the event of a human, technical or delivery system error resulting in the receipt of a late nomination submission, failure to receive a nomination or the unintended oversight of a nomination not being put forward for a region or seat, the Board of Directors is empowered to instruct the Chair of the Nominating Committee to accept the late submission and, where a nomination has not been put forward for a electoral area, to have the Nominating Committee put forward a nomination for such electoral area for which a nomination has not been received.
- (g) A web-based, confidential and verifiable third-party voting platform will be utilized for an election. This platform will distribute an electronic ballot to all Voting Registered Stakeholders of the Society at least thirty (30) calendar days prior to the Annual General Meeting. The deadline for receipt of completed ballots at the Society's office is fifteen (15) calendar days after the distribution of the ballot.

Appointment of Directors

4.4

- (a) Without exceeding a total of 13 (thirteen), the Board has the authority to appoint up to five (5) directors whom are selected for specific skill sets that are complementary to the needs of the Board. This appointment of directors will be made each year at the Board of Director meeting immediately prior to the Annual

General Meeting. Each appointed director will be appointed for a one (1) or two (2) year term at the discretion of the Board and may be reappointed for consecutive terms.

- (b) The Past Chair will lead the Nominating Committee with a minimum of two additional Board members who are not seeking an Appointed Board position plus the CEO. These directors may include any individual with the knowledge, skills and expertise required to fill the identified competencies; requirements identified in consultation with the CEO.
- (c) Not less than 90 calendar days prior to the Annual General Meeting of the Registered Stakeholders, the Nominating Committee shall present to the Board the desired competencies for the Appointed Board Members and the number of Appointees required for the ensuing year. At the last regular meeting, prior to the Annual General Meeting the nominating committee will circulate to the Board the names and biographies of candidates who fulfill the desired competencies and are willing to serve as an Appointed Director to Tourism Vancouver Island.
- (d) At the last regular meeting of the Board, prior to the Annual General Meeting, the then current Board of Directors shall review the biographies of all potential candidates against the desired competencies, and determine, by ordinary resolution, the individuals to be appointed to the Board for the ensuing term.
- (e) The individuals appointed to the Board in accordance with the foregoing, will be announced at the Annual General Meeting and begin their term of service with the directors elected in accordance with 4.3.

Directors may fill Casual Vacancy on Board

4.5 The Board may, at any time, appoint an individual representing a stakeholder 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. The Board may also at their discretion retain as an active Board member a director who may have ceased to represent a specific organization or area. The director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society, but is eligible for re-election.

4.6 A person is not qualified to be a director of the Society if they are:

- (a) not at least 18 years of age;
- (b) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
- (c) an undischarged bankrupt; or
- (d) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - (i) the court orders otherwise;
 - (ii) 5 years have elapsed since the last to occur of:

- (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - (B) the imposition of a fine;
 - (C) the conclusion of the term of any imprisonment; and
 - (D) the conclusion of the term of any probation imposed; or
- (iii) a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

4.7 Any director failing to meet the qualifications set out in 4.6 shall resign immediately upon failing to meet such qualifications.

PART 5 – DIRECTORS’ MEETINGS

Calling Directors’ Meeting

5.1 A meeting of the Board may be convened at any time by the Board Chair; or at the request of any two (2) members of the Board and an Officer, the Board Chair shall convene a meeting of the Board.

Proceedings valid despite omission to give notice

5.2 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’ meeting

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

Quorum of Directors

5.4 The quorum for the transaction of business at a directors’ meeting is a majority of the board of directors, one of whom must be an Officer. The Board Chair shall be the Chairperson of all meetings of the directors, but if at the meeting the Board Chair is not present within thirty (30) minutes after the time appointed for the holding of the meeting, the Vice-chair shall act as a Chairperson, but if neither is present the directors may choose one of their members to be Chairperson of that meeting.

Place of Meetings

5.5 Meetings of the Board may be held either at the head office of the Society or at any other place within the Vancouver Island Region. The Board of directors shall meet a minimum of four (4) times annually.

Minutes

5.6 The Secretary-Treasurer shall cause to be kept minutes of all meetings of the Board, including conference calls. In the absence of the Secretary-Treasurer from any meeting, the Chairperson shall be responsible to make provisions for the taking of such minutes.

Voting – Board Members

- 5.7 Every person elected or appointed to the Board may vote at the meetings of the Board. Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes. The chairperson does not vote except in the case of a tie vote.

Resolutions of the Board

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

Alternative Meeting Attendance

- 5.9 Notwithstanding any of the provisions of this article, directors may meet in person, by teleconference, or by Internet conferencing.

PART 6 – BOARD POSITIONS

Election of Officers

- 6.1 The Board shall meet within 30 days of the Annual General Meeting, and typically immediately upon the adjournment of the Annual General Meeting, to elect Board Officers from among themselves. Officers of the Board shall be elected or appointed to the following Officer positions, and a director, other than the Chair, may hold more than one position:
- (a) Chair
 - (b) Vice Chair
 - (c) Marketing Chair
 - (d) Governance Chair
 - (e) Secretary-Treasurer

Appointment of President & CEO

- 6.2 The Board may appoint a President and Chief Executive Officer, who shall devote their full time to the affairs and operations of the Society and who shall have such authority and shall perform such duties as are outlined in the Governance Policy Manual. The President & Chief Executive Officer is not a member of the Board. They shall have the right to attend the meetings of the Board but shall not be entitled to vote thereat and the directors may fix the salary, benefits or remuneration and other terms of employment of the President and Chief Executive Officer and define his/her duties and tenure of office or employment which, unless otherwise provided, shall be at the pleasure of the directors. The President and Chief Executive Officer, if any, shall report to the Board.

Delegation of Duties of Officers

- 6.3 In case of the Board Chair's, or any other Officer's absence or inability to act, the Board may delegate all or any of the powers of such Officer to any other Officer or to any member of the Board for the time being.

Role of the Board Chair

- 6.4 The Board Chair shall, when present, preside at all meetings of the Board and of the stakeholders of the Society. The Board Chair shall possess and may exercise such powers and shall perform such duties as are outlined in the Governance Policies.

Role of the Vice Chair, Marketing Chair, Governance Chair, and Secretary-Treasurer

- 6.5 These Officers shall possess and may exercise such powers and duties as are outlined in the Governance Policies.

PART 7 – COMMITTEES AND TASK FORCES

Standing Committees

- 7.1 The five standing committees of the Society are:

- (a) Governance Committee
- (b) Marketing Committee
- (c) Finance Committee
- (d) Audit Committee
- (e) Human Resources Committee

The terms of reference for each of the above committees shall be defined within the Board Policy Manual.

Special Committees and Task Forces

- 7.2 The Board may, from time to time, appoint such special committees and/or task forces as may be deemed fit. No policies shall be initiated and no action shall be taken by any committee and/or task force without the prior approval of the Board, who may delegate any, but not all of their powers to such committee and/or task force. All committees and/or task forces so formed shall consist of at least one (1) Board member, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board after it has been done.

The terms of reference for each of the above special committees and/or task forces shall be defined by the Board and attached to the Board's minutes.

PART 8 – FINANCE

Borrowing

- 8.1 Subject to the provisions of the Societies Act, 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 such manner as they decide. Provided, however, that no debenture may be issued without the sanction of a special resolution.

Restraints

- 8.2 In order not to restrict future Boards, the total amount of loans each year must not exceed the income of the Society for that fiscal year.

Financial Records

- 8.3 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 insure that all monies of the Society shall be kept on deposit in a chartered bank, credit union or trust company.

Current Operating Account

- 8.4 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.

Savings Account

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

Presentation to Stakeholders

- 8.6 The Secretary-Treasurer shall present financial statements to stakeholders at the Annual General Meeting. The auditors appointed by the Board shall firstly approve all financial statements.

Execution of Contracts

- 8.7 Contracts, documents or instruments in writing exceeding an amount determined in the Board Policy as amended from time to time, and requiring the signature of the Society may be signed by any two of the following: the Board Chair, the President & CEO, the Vice-Chair, and the Secretary-Treasurer. All contracts, documents or instruments in writing so signed shall be binding upon the Society without further authorization or formality, unless the Board otherwise directs.

Remuneration of Directors

- 8.8 The directors shall serve without remuneration and no member of the Board shall directly or indirectly receive any profit from their position as such, provided that a member of the Board shall be reimbursed for all expenses necessary and reasonably incurred and approved by the Board.

Signing Authorities

- 8.9 The signing authorities at all bank accounts shall be any two (2) of: the President & CEO, the Officers and by Board approval a staff member with appropriate accreditation.

Fiscal Year

- 8.10 The fiscal period of the Society is April 1 to March 31 of each year except if the Board by resolution designates a different fiscal year.

Auditor

- 8.11 At each Annual General Meeting of the Society an auditor shall be appointed to hold office until they are re-elected or their successor is elected at the next Annual General Meeting. An auditor may be removed at any time, by ordinary resolution of the Society. An auditor shall be informed forthwith in writing of their appointment or removal. No directors and no employee of the Society shall be an auditor. The auditor may attend any meetings of the stakeholders of the Society and may attend the Annual General Meeting.

PART 9 – HEAD OFFICE

Head Office

- 9.1 The directors may from time to time by resolution fix the location of the head office of the Society within the place within the Vancouver Island region designated as such by the Society's constitution or by special resolution of the Society.

Record Keeping

- 9.2 The Board shall keep all Society books and records at the head office of the Society or at such other place as it shall determine, and such records may be inspected by the voting stakeholders of the Society at any reasonable time.
- 9.3 On being admitted to as a Registered Stakeholder, each Registered Stakeholder is entitled to and the Society shall give him, without charge, a copy of the Constitution and Bylaws of the Society.
- 9.4 A Registered Stakeholder may, on reasonable notice, inspect a record the Society is required to keep under section 20(1) of the Act. A Registered Stakeholder may also, on reasonable notice and in accordance with section 24(2)(a) of the Act, inspect a portion of a record specified in such section. A member may not inspect any other documents or records of the Society unless:
- (a) A court orders otherwise; or
 - (b) The directors permit it by resolution.
- 9.5 Subject to section 28 of the Act, a person who is not a member or director of the Society may not inspect any documents or records of the Society unless:
- (a) A court orders otherwise; or
 - (b) The directors permit it by resolution.

Unalterable Bylaws

- 9.6 These Bylaws shall not be altered or added to except by Special Resolution.