



BYLAWS
Approved by the Members
SEPTEMBER 24, 2016

(Societies Act Transition 2018 11 20)
Amended and restated December 12, 2023

BYLAWS OF THE
BRITISH COLUMBIA BLIND SPORTS AND
RECREATION ASSOCIATION

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PART 1 – INTERPRETATION

1.1 In these Bylaws, unless the context requires otherwise:

- a) "Association" means the British Columbia Blind Sports and Recreation Association;
- b) "Board" means the board of directors of the Association;
- c) "Bylaws" means the Bylaws of the Association;
- d) "CBSA/ACSA" means Canadian Blind Sports Association/
Association Canadienne Des Sports Pour Aveugles;
- e) "Constitution" means the Constitution of the Association;
- f) "Director" means a person elected or appointed to serve on the Board pursuant to these Bylaws;
- g) "IBSA" means International Blind Sports Federation;
- h) "Member" means a member of the Association;
- i) "Officer" means any of the individuals identified in Sections 7.1 and 7.2;
- j) "Ordinary Resolution" has the meaning ascribed to it in the Societies Act;
- k) "Societies Act" means the Societies Act of the Province of British Columbia and the regulations made pursuant thereto as amended from time to time;
- l) "Special Resolution" has the meaning ascribed to it in the Societies Act; and

m) “Recognized Sport or Recreation Activities” mean the Sport or Recreation Activities recognized by the Board, from time to time, pursuant to Part 9.

1.2 The definitions in the Societies Act shall apply to these Bylaws.

1.3 In these Bylaws, words importing the singular number include the plural and vice versa, and words importing any gender include all genders.

PART 2 – MEMBERSHIP

Members

2.1 Membership in the Association shall be open to any person interested in furthering and promoting the purposes of the Association. A person may apply to the Board or its designate for membership, and on acceptance by the Board or its designate such person shall become a Member.

2.2 Every Member shall uphold the Constitution and comply with these Bylaws.

Annual Membership Dues

2.3 The annual membership dues for one or more membership categories may be established or changed by a majority vote of the Members at a General Meeting, provided that notice of such proposed changes has been given with the notice of such meeting.

Members' Rights

- 2.4 Except as stipulated in Section 2.5, all Members in good standing shall be voting Members and, if elected or appointed, shall be entitled to serve on the Board. Members in good standing shall also be entitled to participate in Association-sanctioned sports or recreational activities in whatever capacity, under guidelines established by the Board.
- 2.5 Staff and contractors who work for the Association shall be entitled to become Members with the rights and privileges as stipulated in these Bylaws, except that these persons shall not have the right to vote or nominate Members for the Board, nor shall they be eligible to be nominated for the Board or to serve on the Board. If a person who is serving on the Board becomes a staff member or contractor for the Association, such person shall cease to be a Director and the Board shall be entitled to fill the resulting vacancy on the Board pursuant to these Bylaws.
- 2.6 Participants in Association-sanctioned events/activities shall abide by the amateur codes governing the specific sport or recreation activity in which they are participating in any capacity whatsoever.

Members in Good Standing

- 2.7 All Members are in good standing except a Member who:
- a) has failed to pay their annual membership dues or any other subscription or debt due and owing to the Association;
 - b) has been suspended as per Sections 2.10 or 2.11;
 - c) in the opinion of the Board, acts in a manner that is detrimental to the Association; or

- d) if the Board approves a Code of Conduct for Members, if the Member, in the opinion of the Board, does not act in accordance with such Code of Conduct.

2.8 A Member not in good standing shall not be eligible to participate or vote at General Meetings, serve on the Board, or participate in Association-sanctioned sports or recreational activities as long as such Member remains not in good standing.

Ceasing to be a Member

2.9 A person shall cease to be a Member:

- a) by mailing or by delivering such person's resignation in writing to the address of the Association;
- b) on having been a Member not in good standing for six (6) consecutive months;
- c) on being expelled under Section 2.12; or
- d) on such person's death.

Suspension

2.10 Members' rights, as outlined in Section 2.4, may be suspended for a period not exceeding twenty-four (24) months, by a majority vote of a disciplinary committee established and appointed by the Board,, provided that:

- a) the grounds for suspension shall be conduct or actions which the disciplinary committee deems inappropriate or detrimental to the Association, under the policies on suspension as established by the Board;

- b) a notice of the proposal to suspend the Member, accompanied by a statement of the reasons for the proposed suspension, shall be sent to the Member who is the subject of such suspension proposal;
- c) during the deliberations of the disciplinary committee on a suspension proposal, the Member who is the subject of the proposed suspension shall be given an opportunity of defense before the disciplinary committee; and
- d) if suspended, the Member may, within thirty (30) days, appeal the disciplinary committee's decision to the Board, and, in such a case, a majority vote by the Board at a meeting of the Board shall be required, within ninety (90) days of the Board receiving the Member's appeal, to uphold the decision of the disciplinary committee and make it final, and if such a vote is not attained the decision of the disciplinary committee shall be reversed.

2.11 If the Board does not establish a disciplinary committee, as contemplated in Section 2.10, the Board may perform the duties of the disciplinary committee, as contemplated under Subsections 2.10(a), (b) and (c), and following the deliberations of the Board under Subsection 2.10(c), may suspend a Members' rights upon issuing a final suspension decision to the Member. A Member who has their rights suspended under this Section 2.11 may not appeal the final suspension decision.

Expulsion

2.12 A Member may be expelled from the Association by a two-thirds (2/3) vote of a disciplinary committee established and appointed by the Board and, if expelled, such Member shall cease to be a Member, provided that:

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- a) the grounds for expulsion shall be conduct or actions which the disciplinary committee deems severely detrimental to the Association, under the policies on expulsion as established by the Board;
- b) a notice of the proposal to expel the Member, accompanied by a statement of the reasons for the proposed expulsion, shall be sent to the Member who is the subject of such expulsion proposal;
- c) during the deliberations of the disciplinary committee on an expulsion proposal, the Member who is the subject of the proposed expulsion shall be given an opportunity of defense before the disciplinary committee; and
- d) if expelled, the Member may, within thirty (30) days, appeal the disciplinary committee's decision to the Board and, in such a case, a two-thirds (2/3) vote by the Board at a meeting of the Board shall be required, within ninety (90) days of the Board receiving the Member's appeal, to uphold the decision of the disciplinary committee and make it final, and if such a vote is not attained the decision of the disciplinary committee shall be reversed.

2.13 If the Board does not establish a disciplinary committee, as contemplated in Section 2.12, the Board may perform the duties of the disciplinary committee, as contemplated under Subsections 2.12(a), (b) and (c), and following the deliberations of the Board under Subsection 2.12(c), may expel a Members upon issuing a final expulsion decision to the Member. A Member who is expelled under this Section 2.13 may not appeal the final expulsion decision.

2.14 If expelled pursuant to Sections 2.12 or 2.13, a Member shall not be eligible to re-apply for membership in the Association for two (2) years from the date of the expulsion decision, except that this restriction may be lifted under special circumstances by a two thirds (2/3) vote by the Board at a meeting of the Board.

Forfeiture

2.15 Any Member who ceases to be a Member forfeits all rights, privileges or interests arising from membership in the Association unless and until, if applicable, such Member thereafter again becomes a Member.

PART 3 – MEETINGS OF MEMBERS

General Meetings

3.1 Meetings of Members shall be called “General Meetings”, and shall be held at the times and places, in compliance with the Societies Act, that the Directors decide.

3.2 General Meetings shall include Annual General Meetings, Semi-Annual General Meetings and Special General Meetings, and any adjournments thereof.

3.3 The Annual General Meeting shall be held once in every fiscal year. At every Annual General Meeting, in addition to any other business that may be transacted, the annual report of the Board and the audited financial statements of the Association shall be presented.

3.4 The Directors may convene a Semi-Annual General Meeting.

3.5 The Directors may, when they think fit, convene a Special General Meeting.

3.6 On the written requisition of not less than ten percent (10%) of the voting Members, the Directors shall convene a Special General Meeting within twenty-one (21) days of receipt of such requisition. To be acted upon, such requisition for a Special General Meeting shall be required to:

- a) state the purpose of the Special General Meeting and include the resolutions to be proposed during such meeting and copies of any pertinent documents;
- b) be signed by the Members requisitioning the meeting; and
- c) be delivered or sent either by:
 - (i) registered mail to the address of the Association;
 - (ii) fax to the current fax number of the Association; or
 - (iii) email to the current email address of the Association.

Notices of General Meetings

3.7 Notice of a General Meeting shall specify the place, day, and time of the meeting, and the business to be transacted. In the case of a Special General Meeting, no resolutions except those specified in the notice of the meeting shall be considered during such a meeting.

3.8 Notice of a General Meeting may be given by mail to the most recent mailing address of the recipient known to the Association, fax or email. Notice will be given by email to the auditor of the Association and to any Member who has provided his or her email address to the Association for that purpose. Notice will be given by fax to any Member who has provided his or her facsimile number to the Association for that purpose. No notice need be mailed to the auditor of the Association or Members who receive notice by email or fax.

3.9 The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice shall not invalidate proceedings at that General Meeting.

3.10 In accordance with the Societies Act, written notice of a General Meeting shall be sent to each Member in good standing and to the Auditor, at least fourteen (14) days prior to the meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

Quorum

4.1 A quorum during General Meetings shall be ten (10) Members in good standing, provided that Members representing at least three (3) Recognized Sport or Recreation Activities shall be present.

4.2 If within thirty (30) minutes from the time appointed for a Special General Meeting a quorum is not present, the meeting, if convened on a requisition of Members, shall be adjourned. In the case of any other General Meeting, the meeting will be adjourned to a date, time and location determined by the Directors, with notice of continuation provided to the Members, if necessary, in accordance with Section 4.4.

4.3 If a General Meeting is re-scheduled for a future time and place, no business shall be transacted at the re-scheduled meeting other than the business left unfinished at the original meeting.

4.4 If a General Meeting is re-scheduled for a date which is ten (10) days or longer after the original meeting, notice of the re-scheduled meeting shall be given as for the original meeting.

4.5 A quorum at an adjourned meeting referred to in Section 4.2 shall be eight (8) Members in good standing, provided that Members representing at least three (3) Recognized Sport or Recreation Activities shall be present.

Procedure at General Meetings

4.6 Subject to the express provisions of these Bylaws, the Board may determine the procedures to be followed at any General Meeting, including the rules of order. Subject to the foregoing, and to the express provisions of these Bylaws, the chair of a General Meeting may determine the procedures to be followed at any meeting in all respects.

4.7 General Meetings will be chaired by:

- a) the President;
- b) in the absence of the President, the Vice-President; and
- c) any other Director chosen by the Directors if neither the President nor the Vice-President is present at the meeting within 15 minutes of the time set for holding the meeting.

Voting at General Meetings

4.8 A Member in good standing present at a General Meeting shall be entitled to one vote in respect of any matter voted on at a General Meeting.

4.9 Subject to the provisions of the Societies Act and Sections 5.10 and 5.11, voting at a General Meeting will be by audible response and by show of hands, or by poll or ballot, as determined by the Directors or by the chair of the meeting as contemplated in Section 4.6, or, in the case of any Members who, being entitled to

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do so, are participating in and voting at a meeting by telephone or other communications medium, be conducted in such manner as may be determined by the Directors or by the chair of the meeting as contemplated in Section 4.6.

4.10 A Member who is entitled to participate in a General Meeting may participate, including voting at the meeting:

- a) in person; or
- b) unless the Board may determine otherwise in respect of any General Meeting, by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone or other communications medium or in person, are able to communicate with each other.

4.11 A Member who participates in a meeting in the manner contemplated by Section 4.10(b) is deemed for all purposes of these Bylaws to be present at the meeting.

4.12 Voting by proxy shall not be permitted.

PART 5 – BOARD OF DIRECTORS

Powers

5.1 The Board may exercise all such powers and do all such acts and things that the Association may exercise and do, and may delegate its powers and duties to committees appointed by the Board from time to time, except such powers and duties that these Bylaws specifically place in the hands of the Board.

5.2 In exercising its powers, the Board shall be subject to the laws affecting the Association, the Constitution and the Bylaws. The Board shall also be subject to rules made, from time to time, by

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the Association in General Meetings, except that the Board shall have the exclusive power to:

- a) establish policies on the routine administration of the affairs of the Association;
- b) establish financial policy guidelines, overall budgets and fees for the Association;
- c) evaluate annual budget requests and approve them as presented or as amended by the Board; and
- d) establish policies on suspension and expulsion of Members.

Liability

5.3 Subject to the provisions of the Societies Act, the Directors will not be liable for any action taken or omitted to be taken by them in good faith or for the acts of any agent, employee or trustee selected by them with reasonable care or any act or omission of any other Director or Directors.

Number of Directors

5.4 The Association will have no fewer than seven (7) and no more than nine (9) Directors who shall be elected in accordance with this Part 5. The exact number of Directors may be determined or amended from time to time by resolution of the Directors.

Eligibility of Directors

5.5 Only Members in good standing may serve on the Board. An individual is not qualified to be a Director if the individual is not qualified to be a director of a society pursuant to the provisions of the Societies Act.

Nominating Committee

- 5.6 The Association shall have a standing committee to be known as the Nominating Committee which shall be responsible for assisting the Board and Members with the election or appointment of Directors. The Nominating Committee shall ensure that there is representation on the Board by individuals who are blind, partially sighted, or deafblind.
- 5.7 The Board shall annually appoint the Nominating Committee.

Election of Directors

- 5.8 At every Annual General Meeting, the Members entitled to vote at the meeting will elect or appoint a Board consisting of the number of Directors required for the time being determined under Section 5.4.
- 5.9 The terms of office of the Directors shall commence on the adjournment of the Annual General Meeting and shall be for a two (2) year term, or until their successors are elected or appointed.
- 5.10 If there is more than one nominee for a Director's position, the nominee receiving the largest number of votes shall be elected, and in the case of a tie, the vote shall be resolved by a method determined by the Board or the chair in accordance with Section 4.9.
- 5.11 If there is only one nominee for a Director's position, the nominee shall be elected by acclamation.

Consecutive Terms

- 5.12 Each Director may serve a maximum of four (4) consecutive terms, following which they are not eligible to be elected or appointed to serve as a Director until after a period of one year.
- 5.13 Each Director who was a Director prior to the time that these Bylaws were altered by an alteration authorized by Special Resolution of the Members on December 12, 2023 (the “2023 Bylaw Alteration”), shall have their consecutive term limit reset and may serve for a maximum of four (4) consecutive terms following the 2023 Bylaw Alteration, following which they are not eligible to be elected or appointed to serve as a Director until after a period of one year.

Failure to Elect Directors

- 5.14 If the Association fails to hold an Annual General Meeting in accordance with the Societies Act, or the Association or the Members fail, at an Annual General Meeting, to elect or appoint any Directors, each Director then in office will continue to hold office until the earlier of:
- a) the time at which their successor is elected or appointed; and
 - b) the date on which they otherwise cease to hold office under the Societies Act or these Bylaws.
- 5.15 An act or proceeding of the Directors or of the Association is not invalid merely because fewer than the required number of directors have been designated, elected or appointed or because the requirements of the Societies Act regarding the

number of directors, residency of directors or entitlement of directors to receive remuneration are not met.

Appointment of Directors

- 5.16 The Directors may at any time and from time to time, by resolution of the Directors, appoint a Member in good standing as a Director to fill a vacancy in the Directors, including a vacancy that occurs as a result of:
- a) the resignation of a director as contemplated in Section 5.19;
 - b) the removal of a director as contemplated in Sections 5.21 and 5.22;
 - c) the Members failing to elect the number of Directors set out in Section 5.4 at an Annual General Meeting; or
 - d) a Director ceasing to hold office as a result of becoming a staff member or contractor for the Association, pursuant to Section 2.5.
- 5.17 A director appointed under Section 5.16 holds office only until the close of the next Annual General Meeting but is eligible for re-election at that meeting.
- 5.18 Notwithstanding Section 5.16, if a vacancy on the Board relates to the Director who was presiding as the President, the Director who is presiding as the Vice-President shall assume the office of President for the remainder of the term, and the vacancy on the Board will be filled as stipulated in Section 5.16 and the Directors will appoint one of its members to preside as the Vice-President for the remainder of the term.

Resignation of Directors

- 5.19 A Director may resign by providing a resignation in writing to the Association. Such resignation will take effect as provided under the Societies Act.
- 5.20 If a Director resigns their office or otherwise ceases to hold office, the remaining Directors may, subject to Section 5.16, appoint an individual to take the place of the former Director.

Removal of Directors

- 5.21 The Members may, by a Special Resolution, remove a Director before the expiry of such Director's term of office, and may, by Ordinary Resolution, immediately elect or appoint a Member in good standing as a successor Director to complete the term of office.
- 5.22 The Board may, by resolution, remove a Director before the expiry of such Director's term of office if:
- a) in the opinion of the Board, the Director acts in a manner that is detrimental to the Association; or
 - b) the Board approves a Code of Conduct for Directors and the Director, in the opinion of the Board, does not act in accordance with such Code of Conduct; and

in such case may appoint a successor Director in accordance with Section 5.16.

Remuneration

- 5.23 No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses

necessarily and reasonably incurred by such Director while engaged in the affairs of the Association, in accordance with expense reimbursement policies adopted by the Board.

PART 6 – PROCEEDINGS OF DIRECTORS

Meetings

- 6.1 The Directors shall meet at least twice a year at the call of the President.
- 6.2 Meetings of the Directors will be chaired by:
- a) the President;
 - b) in the absence of the President, the Vice-President; and
 - c) any other Director chosen by the Directors if neither the President nor the Vice-President is present at the meeting within 15 minutes of the time set for holding the meeting.
- 6.3 The President, at the request of two (2) or more Directors, shall convene a meeting of the Directors.
- 6.4 The quorum for meetings of the Directors shall be a majority of the Directors then in office, provided that at least one (1) of the Directors present shall be an acting Officer.
- 6.5 The Executive Director shall attend meetings of the Board as a non-voting participant.
- 6.6 A Director who is entitled to participate in, including vote at, a meeting of Directors or of a committee of Directors may participate:

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- a) in person, or
- b) by telephone or other communications medium if all Directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

A Director who participates in a meeting in a manner contemplated by this Section is deemed for all purposes of the Bylaws to be present at the meeting.

- 6.7 At all meetings of Directors and committees of Directors appointed pursuant to Section 8.1 and 8.2, every question will be decided by a majority of votes cast on the question.
- 6.8 A resolution in writing, signed by a majority of all the Directors as voting in the affirmative and placed with the minutes of the Directors, shall be as valid as if passed at a meeting of the Directors.

Notices of Board Meetings

- 6.9 A notice of at least seven (7) days of a Board meeting shall be given to all the Directors.
- 6.10 Notwithstanding Section 6.9, the notice of a Board meeting may be waived by a two-thirds (2/3) vote of all the Directors then in office. A Director who is present at a meeting is deemed to have agreed to waive the notice requirement.
- 6.11 Notwithstanding Section 6.9, it shall not be required to give the full seven (7) days notice of a Board meeting to newly elected or appointed Directors if such meeting was previously scheduled to be held within less than seven (7) days of such Directors' election or appointment.

- 6.12 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a written waiver of notice of any meeting of the Directors and may, at any time, withdraw the waiver. Until the waiver is withdrawn:
- a) no notice of meetings of Directors shall be sent to that Director; and
 - b) any and all meetings of the Board, notice of which has not been given to that Director shall, if a quorum of Directors is present, be valid and effective.

PART 7 – OFFICERS

Election

- 7.1 At the first meeting of the Board held after each Annual General Meeting, the Directors must elect, from among the Board, the following Officers of the Association:
- a) President;
 - b) Vice-President; and
 - c) Treasurer.
- 7.2 In addition to the Officers referred to in Section 7.1, the Board will appoint an Executive Director who shall have the roles and responsibilities set out in Section 7.6 and who will act as an Officer of the Association.

President

- 7.3 The President shall:

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- a) preside over the meetings of the Association and the Board;
- b) be the chief spokesperson of the Association and supervise the other Officers in the execution of their duties; and
- c) perform such other duties as are designated by the Board .

Vice President

7.4 The Vice-President shall carry out the duties of the President during the President's absence, and shall perform such other duties as are designated by the Board.

Treasurer

7.5 The Treasurer shall be responsible for overseeing the financial records of the Association, and shall perform such other duties as are designated by the Board.

Executive Director

7.6 The Executive Director shall be responsible for the day to day operations of the Association, the preparation of minutes of General Meetings and Board Meetings, and other duties as designated by the Board, and may act as a chief spokesperson of the Association alongside the President.

PART 8 – COMMITTEES

Appointment

8.1 The Board may, by resolution, establish and appoint ad-hoc committees to carry out duties as specified by the Board, and such committees shall be dissolved upon concluding their tasks

and presenting their final reports or upon being discharged by the Board.

8.2 The Board may, by resolution, establish and appoint standing committees to carry out duties as specified by the Board, and such committees shall be dissolved upon being discharged by the Board.

Committee Meetings

8.3 A Committee may transact its business by teleconference calls, by other electronic means, or by written resolutions signed by a majority of all of its members indicating an affirmative vote, provided that all of its members have been notified, and provided that a quorum of the Committee participates in such proceedings.

8.4 A quorum for a meeting of a Committee shall be a majority of its members.

PART 9 – RECOGNIZED SPORT AND RECREATION ACTIVITIES

9.1 There shall be Recognized Sport and Recreation Activities, specific to sports or recreational activities, as established, from time to time, by the Board.

PART 10 – SEAL

10.1 The Directors may provide a common seal for the Association and they may destroy a seal and replace it with a new seal.

10.2 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 President and another Officer designated by the Board from time to time.

PART 11 – FINANCES

Borrowing

11.1 The Board may borrow money on behalf of and in the name of the Association, subject to the Societies Act.

Investing

11.2 The Board may invest the funds of the Association in guaranteed investment certificates of and accounts maintained with Canadian chartered banks or credit unions operating in British Columbia. The Board may also invest funds of the Association in other investments in which a prudent investor might invest; provided that, at any time and from time to time, before any such other investment is made, the Board determines by resolution that such investment is ethically appropriate as an investment of Association funds.

PART 12 – SIGNING OFFICERS

12.1 The signing officers for the Association shall be designated annually by the Board. Two signatures shall be required for cheques and contracts, unless otherwise determined by the Board by resolution. For certainty, the Board may, by resolution, reduce the number of signatures required for contracts up to a set value determined by the Board. One signature shall be required for tax receipts.

PART 13 – AUDITOR

13.1 The Association shall have an auditor.

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- 13.2 At each Annual General Meeting the Association shall appoint an auditor to hold office until the next Annual General Meeting.
- 13.3 An auditor may be removed by Ordinary Resolution.
- 13.4 An auditor shall be informed forthwith in writing of appointment or renewal.
- 13.5 No Director and no employee of the Association shall be the Association's auditor.
- 13.6 The auditor may attend General Meetings.

PART 14 – JURISDICTION

- 14.1 The Association shall, within the boundaries of British Columbia, be responsible for carrying on the functions of CBSA and IBSA as set forth in their respective bylaws.

PART 15 – PARLIAMENTARY PROCEDURE

- 15.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Societies Act or with the Constitution and Bylaws.

PART 16 – BYLAWS

- 16.1 On being admitted to membership each Member is entitled to receive a copy of the Constitution and Bylaws and, upon request, the Association shall give such Member a copy of the Constitution and Bylaws, without charge, in print or alternate form.
- 16.2 These Bylaws may be amended by a Special Resolution.

PART 17 – ACCESS TO RECORDS OF THE ASSOCIATION

- 17.1 The Board may, by resolution, restrict Members' access to some or all the records of the Association which relate to the activities of the Board, including, without limiting the generality of the foregoing, the minutes of meetings of the Board and any committee of the Board.
- 17.2 Subject to legally required access to Association records by operation of law that is proven to the satisfaction of the Board that is provided to a person who is not a Director or Member, no person who is not a Director or a Member is entitled to inspect any record of the Association without the authorization of a resolution of the Board to do so that is specific to any particular application by such person to inspect such record.