

*The Constitution and Bylaws*

*Chilliwack Fish and Game Protective Association*

*As of March 3, 2007*

# CONSTITUTION OF CHILLIWACK FISH AND GAME PROTECTIVE ASSOCIATION

## (the “Society”)

- 1 The purposes of the Society are:
  - (a) to promote the propagation and conservation of fish and wildlife;
  - (b) to promote the conservation, protection, restoration and enhancement of habitat suitable for fish and wildlife;
  - (c) to gather and disseminate information and educate the public with respect to all aspects of the propagation, conservation and enjoyment of fish and wildlife and the protection of their natural habitat;
  - (d) to educate the public with respect to the responsible use and enjoyment of recreational resources and to promote reasonable public access to forests, rivers and recreational areas of British Columbia;
  - (e) to educate and encourage all fishermen and hunters in the safety regulations of their sport and the responsible sportsmanlike enjoyment of their sport;
  - (f) to receive bequests, trusts, funds and property and to hold, invest, administer and distribute funds and property for the purposes of the Society.
- 2 The Society shall operate without purpose of gain for its members and any profits or accretions to the Society shall be used in promoting the purposes of the Society. This provision is unalterable.
- 3 Upon dissolution or winding up of the Society, the assets remaining after the payment of all debts and liabilities of the Society and all expenses properly incurred in the dissolution or winding-up shall be distributed to such charities, registered under the provisions of the *Income Tax Act*, as shall be designated by the Directors. This provision is unalterable.

**BYLAWS OF  
THE CHILLIWACK FISH AND GAME PROTECTIVE ASSOCIATION**

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**BY-LAWS OF  
THE CHILLIWACK FISH AND GAME PROTECTIVE ASSOCIATION**

**BY-LAW 1**

**DEFINITIONS AND INTERPRETATION**

- 1.01 In these by-laws, unless the context otherwise specifies or requires:
- (a) “Act” means the *Society Act*, R.S.B.C. 1979, c.390, as enacted or amended from time to time and every statute that may be substituted therefor, and includes the regulations made pursuant to the Act;
  2. “Board”, “Board of Directors”, “Directors” means the directors of the Society for the time being.
  3. “By-laws” means the by-laws of the Society from time to time in force;
  4. “Society” means the Chilliwack Fish and Game Protective Association;
  5. all words or expressions in the By-laws which are defined in the Act shall have the meaning given to them in the Act;
  6. words importing the singular include the plural and vice versa; words importing a male person include a female person and a firm or body corporate;
  7. the rules of construction contained in the *Interpretation Act*, R.S.B.C. 1979, C.206, as enacted or amended from time to time, apply, *mutatis mutandis*, to the interpretation of the By-laws.

## BY-LAW 2

### MEMBERSHIP

#### 2.01 Qualification for Membership

Membership in the Society is limited to any natural person, who declares an interest in or an intention to become interested in supporting, directly or indirectly, the purposes of the Society and related activities.

#### 2.02 Classes of Member

The classes of member are:

- (a) Regular Member, which will consist of the subscribers to the Constitution and By-Laws and such other persons as are approved as regular members by resolution of the directors; each regular member will be:
  - (i) entitled to receive notice of, attend and vote at all general meetings of the Society,
  - (ii) required to pay any membership fees, dues and assessments prescribed for regular members pursuant to these By-Laws;
- (b) Spouse Members, which will consist of spouses of regular members, who will be required to pay the membership fee prescribed for spouse members prescribed by these By-Laws, and who will be entitled to received notice of ~~but not vote~~ ,attend and vote at any general meeting of the Society;
- (c) Honorary Member, which will consist of any persons appointed as such by the directors and who will not be required to pay any membership fees, dues or assessments, and who will be entitled to receive notice of but not vote at any general meeting of the Society;
- (d) Associate Member, which will consist of persons who are members of another society or association affiliated with, or are themselves members of, the B.C. Wildlife Federation, and who will be required to pay any membership fees or annual dues prescribed for Associate Members in accordance with these By-Laws, but no other dues or assessments, and who will be entitled to receive notice of but not vote at any general meeting of the society;

Note - Change to the Bylaws as per motion of January 14, 2004

- (e) Life Member, which will consist of members or former members of the Society recommended as Life Members by the Directors for long service or exemplary behaviour in the activities of the Society and who are thereafter appointed by an 80% vote of the members at a general meeting and who will not be required to pay any membership fees, dues or assessments, and who will be entitled to receive notice of and vote at all general meetings of the Society; and
- (f) Junior Member, which will consist of any person under the age of nineteen years approved as a junior member by the Directors, and who will be required to pay an annual membership fee determined by the Directors. A junior member will be entitled to receive notice of but not vote at any general meeting of the Society.

### 2.03 Application for membership

Any person qualified under the provisions of Section 2.01 of these By-Laws and desiring to become a member of the Society shall apply for membership by delivering to the Society an application in a form approved by the Directors duly completed and signed by the applicant and by payment of the appropriate membership fee prescribed pursuant to these By-Laws.

### 2.04 Directors to Consider Application

The Directors shall consider each application for membership and may accept or reject any application for membership, and where an application for membership is rejected the Society shall return any membership fee paid by the applicant.

### 2.05 Commencement of Membership

When an application for membership is accepted, the applicant shall be a member of the Society as of the date of such acceptance or as of such other date as the Directors determine.

### 2.06 Obligations of Membership

Every member of the Society shall from the date of acceptance of his application for membership be bound by and will abide by, conform and submit to;

- (a) The Constitution and By-Laws of the Society;
- (b) All resolutions passed and all lawful rules and regulations made by the Directors;
- (c) All policy directives published by the Directors to members of the Society in regard to the achievement of its purposes.

## 2.07 Idem

The duties and obligations of a member set out in the By-Laws of the Society are contractual obligations of the members to the same extent as if the By-Laws had been signed, sealed and delivered for good and valuable consideration by, between and among the Society and the members and the contractual obligations of a person commence on the date that the person commences membership in the Society and terminate on the date that the member is expelled or withdraws from the Society, or when the membership of the member is otherwise terminated in accordance with the terms of the By-Laws.

## 2.08 Suspension and Expulsion of Members

The Directors may, by a resolution by a majority of at least two-thirds of those directors present at a meeting of the Directors, suspend or expel any member from membership for conduct contrary to the best interests of the Society. The member concerned shall be given proper notice of the meeting at which the vote is to be taken and shall be entitled to appear and to address the meeting.

## 2.09 Withdrawal of Member

A member may withdraw from membership by giving written notice of his resignation to the Society, which resignation shall be effective upon receipt of the notice by the Society.

## 2.10 Continued Liability of Member

A suspended member remains liable for all dues and assessments, and a member who:

- (a) has withdrawn from membership in the Society;
- (b) has been expelled from membership in the Society; or
- (c) has had his membership in the Society terminated in any other way in accordance with the By-Laws,

remains liable for payment of all dues and assessments payable by him prior to his withdrawal, expulsion or termination becoming effective.

### 2.11 Termination of Membership

The interest of a member in the Society other than the interest of a member in a debenture from the Society purchased by the member, is not transferable and lapses and ceases to exist upon death or dissolution of the member, or when his term of membership, if any, expires or when he ceases to be a member by resignation or otherwise in accordance with these By-Laws. Upon the death of a member in good standing, his interest in the debenture granted by the Society and held by him, will be transferred to the heirs, executors or assigns of the deceased member.

### 2.12 Fees, Dues and Assessments

The Directors may from time to time determine the fees, dues and assessments, if any, payable by each class of member, for each membership year, which will be from September 1 to August 31 of each year. The fees, dues and assessments may be different for each class of member, but any such determination will have force only until approved by ordinary resolution at the next annual general meeting.

### 2.13 Good Standing

A member ceases to be in good standing upon failure to pay in full, when due, any fees or assessments duly prescribed under the By-Laws.

## BY-LAW 3

### GENERAL MEETINGS

#### 3.01 Annual General Meeting

Subject to compliance with the Act, the annual general meeting of the Society will be held once each calendar year at such time and place as the Directors may decide.

#### 3.02 Board May Call General Meeting

The Board of Directors may call a general meeting of the Society at any time.

#### 3.03 Special General Meetings

A Special General Meeting of the Society is a meeting of the members of the Society other than the annual general meeting and may be convened by order of the Chairman of the Board, or by order of the Directors, for any day and at such time and place as stated in that order.

#### 3.04 Notice

A printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given to each member entitled to notice of such meeting and to the auditor of the Society, if any, in the manner specified in Section 9.04 not less than fourteen (14) days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting.

#### 3.05 Omission of Notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member shall not invalidate any resolution passed or any proceeding taken at any meeting of members.

#### 3.06 Rules of Order

Rules of order at all meetings of members shall be those set out in the latest edition of Bourinot's Rules of Order at the time of such meeting to the extent that such rules of order are not inconsistent with the Act nor the By-Laws.

#### 3.07 Voting

Each regular member in good standing is entitled to vote. Each regular member will have one vote on each resolution put to a vote at any meeting of the members of the Society.

### 3.08 Decision by Majority

At all general meetings of the Society all questions shall be decided by a majority of the votes cast by the members entitled to vote on such questions present in person or by proxy unless otherwise specifically provided for by the Act, or by the By-Laws.

### 3.09 Equality of Votes

In the case on an equality of votes at any general meeting the Chairman shall not be entitled to an additional casting vote and the motion or resolution which is the subject of the vote shall be deemed to be lost.

### 3.10 Decision of Meeting

At any meeting, unless a poll is demanded, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost, or not carried by a particular majority shall be conclusive evidence of the fact.

### 3.11 Show of Hands

All voting shall be upon and by a show of hands unless the Chairman of the meeting directs, or, any member entitled to vote, requests a poll vote.

### 3.12 Poll Vote

A poll may be demanded, either before or after any vote by show of hands, by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairman or on the question of adjournment it must be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of trustees, the vote will be taken by ballot in the manner and either at once, later in the meeting, or after adjournment, as the Chairman of the meeting directs. The result of a poll will be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

### 3.13 Proxies

- (a) Votes at meetings of the members may be given either personally or by proxy. At every meeting at which he is entitled to vote, every member, or person appointed by proxy who is present in person will have one vote on a show of hands. Upon a poll at which he is entitled to vote and subject to the provisions of the Act and the Regulations, every member present in person or represented by a natural person so authorized shall have one vote and every person appointed by proxy will have one vote for each member who is represented by such proxy.

- (b) An instrument of proxy will authorize voting only at one meeting and any adjournment of the meeting.
- (c) An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney authorized in writing, or, if the appointor is a body corporate, under its common or corporate seal or under the hand of an officer or attorney so authorized.
- (d) A person appointed by proxy need not be a member.
- (e) Subject to the provisions of the Act and the Regulations, a proxy may be in the following form:

Chilliwack Fish and Game Protective Association

\_\_\_\_\_, the undersigned, being a member of  
 Chilliwack Fish and Game Protective Association (the "Society")  
 hereby appoints \_\_\_\_\_ or failing him  
 \_\_\_\_\_, of \_\_\_\_\_, as the proxy of the  
 undersigned to attend, vote and act at the \_\_\_\_\_ general  
 Meeting of the members of the Society to be held on the \_\_\_\_\_  
 day \_\_\_\_\_, 19\_\_, and at any adjournment thereof in the  
 same manner, to the same extent with the same power as if the  
 undersigned were present at the said meeting or any  
 adjournment thereof.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_

\_\_\_\_\_  
 Signature of Member

### 3.14 Revocation of Proxy

Every instrument appointing a proxy may be revoked by the person who appointed the proxy by delivering to the chairperson of the meeting in respect of which the proxy is appointed an instrument;

- (a) in writing;
- (b) signed by the person who appointed the proxy or his attorney; and
- (c) indicating that the proxy is revoked;

and the revocation is effective with respect to any vote or business conducted after the instrument revoking the authority of the proxy has been delivered.

### 3.15 Quorum

A quorum at all general meetings shall be eight members then in good standing.

### 3.16 Adjournment

Notwithstanding the absence of a quorum of any general meeting of the Society, such meeting may be adjourned to any time. Any business may be transacted at an adjourned meeting, as might have been transacted at the meeting which was adjourned. No notice shall be required of the date of the adjourned meeting.

### 3.17 Attendance of Non-Voting Members

Any member in good standing who is not entitled to vote is entitled to attend any meeting of the members of the Society and may be represented at such a meeting by his duly appointed representative.

## BY-LAW 4

### DIRECTORS

#### 4.01 Duties and Number

The activities and the affairs of the Society shall be managed by a Board of Directors consisting of 17 or such greater number of directors as may be determined from time to time by an ordinary resolution of the members, provided that a resolution by the members to reduce the number of directors shall not terminate the office of any Director then duly elected or appointed. Sixteen directors shall be elected by the members as set out in Section 4.03 and Section 5.01. The Directors will appoint the immediate past president of the Society a Director of the Society for a one year term.

#### 4.02 Qualification

Every Director shall be at least 19 years of age and a member of the Society.

#### 4.03 Retirement and Election

The Members will elect 16 directors. Ten of the elected directors will serve two-year terms, five that expire on the alternate year from the other two-year terms of the other five elected directors. The directors will retire at the annual general meeting at which their term expires, and replacement directors will be elected for the same term. Any retiring director is eligible for re-election at a meeting at which he retires if he is otherwise qualified for election.

#### 4.04 Vacation of Office

The office of a director shall be automatically vacated:

- (a) if by notice in writing given to the Society he resigns his office;
- (b) if he is found by a Court to be incompetent to manage his affairs or person or to be of unsound mind;
- (c) if he makes an assignment into bankruptcy, or his creditors petition him into bankruptcy; or
- (d) if he is removed from such office in accordance with the By-Laws.

#### 4.05 Vacancies

The Board will continue to act notwithstanding any vacancy on the Board. The members may elect a new director to fill any vacancy.

#### 4.06 Remuneration and Expenses

No Director shall be paid for his services as a Director, but any expense incurred by a Director on behalf of the Society may be defrayed by the Society with the approval of the Directors.

#### 4.07 Alternates

Any director may by instrument in writing delivered to the Society appoint any other natural person approved by the Directors to be his alternate to act in his place at meetings of the Directors at which he is not present. Every such alternate, who is himself a director, shall be entitled to have a separate vote on behalf of each director he is representing in addition to his own vote. A director may at any time by instrument, telegram, telex or any method of transmitting legibly recorded messages delivered to the Society revoke the appointment of an alternate appointed by him.

#### 4.08 Resignation and Removal

A director may at any time resign by notice in writing delivered to the secretary and may be removed before the expiry of his period of office by a two-thirds majority vote of members at any general meeting of the members.

#### 4.09 Meetings

The Directors shall hold meetings at regular intervals at such time and upon such notice, if any, as the directors may by resolution determine, and the directors may make such rules and regulations for the conduct of their business as they think fit, provided that such rules and regulations are not inconsistent with the Constitution of the Society and these By-Laws.

#### 4.10 Voting

Questions arising at any meeting of the Directors shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have a second, deciding vote.

#### 4.11 Quorum

The quorum necessary for the transaction of business of the Board of Directors shall be eight.

#### 4.12 Calling of Directors' Meeting

Meetings of the Directors may be called by any officer of the Society or under the direction of any two directors, and no formal notice of any meeting of the Directors shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.

#### 4.15 Meetings By Telephone

A director may participate in a meeting (at which at least five directors are present in person or by alternate) of the Board or of any committee of the Directors by means of conference telephone or other communication facilities by means of which all directors participating in the meeting can hear each other and provided that all the Directors agree to such participation, and a director participating in a meeting in accordance with this paragraph shall be deemed to be present at the meeting and shall be counted in the quorum for that meeting and be entitled to speak and vote at that meeting.

#### 4.14 Indemnification

The Society shall indemnify and save harmless each director from and against costs, charges or expenses arising out of the execution of the duties of his office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Society except such costs, charges or expenses as are occasioned by his own willful act or default.

#### 4.13 Consent Resolution

A resolution in writing signed by all of the Directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted.

#### 4.14 Absence from Meetings

Any Director who is absent from two consecutive meetings of the Directors without reasonable excuse may be removed from the Board of Directors by a resolution of the Board of Directors.

## BY-LAW 5

### OFFICERS

#### 5.01 Elected Officers

At each annual general meeting the members shall elect by secret ballot a president, two vice-presidents, a recording secretary, a corresponding secretary and a treasurer to the Board of Directors, all of whom shall hold office for one year terms, subject to removal from office by the Board of Directors at any time without notice. The president must have served as a director for at least one year prior to being elected president. Nominations for officers will be made by a nominating committee chaired by the immediate past president, and will be accepted from the floor of the meeting.

#### 5.02 Other Officers

The directors may from time to time appoint such other officers and agents and authorize the employment of such other persons as may be necessary to carry out the objects of the Society and such officers, agents and employees shall have such authority and perform such duties as are determined by the directors.

#### 5.03 Duties of President

The president will supervise the affairs of the Society, and will be an *ex-officio* member of all committees. The president, or in his absence, inability or unwillingness to act, a vice-president, shall preside as chairperson of all meetings of the members and of the Directors of the Society, but where the president or a vice-president is not present within fifteen minutes after the time appointed for the holding of any meeting, or if present, is unable or unwilling to act as chairperson, the members present shall choose someone of the directors present to chair the meeting.

#### 5.04 Duties of Vice-Presidents

The vice-presidents shall assist the president at all times in any or all of his duties of office as the president shall decide.

#### 5.05 Duties of Treasurer

The treasurer shall prepare or cause to be prepared, maintain and have charge of the financial books and records of the Society and shall record or cause to be recorded therein all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure took place, the assets and liabilities of the Society and all other transactions affecting the financial position of the Society. The treasurer shall make a financial report at each general meeting and written annual report, together with audited financial statements at the annual general meeting of the Society.

#### 5.06 Duties of Recording Secretary

The recording secretary shall prepare, maintain and have custody of the minutes of proceedings of the meetings of the members and Directors of the Society and the books and records of the Society other than the financial books and records and shall record or cause to be recorded therein a copy of the Constitution of the Society and any special resolution altering or adding to the same, a copy of the By-Laws of the Society and any resolution altering or adding thereto, as well as copies or originals of all contracts, resolutions and other documents as are required by law to be so recorded.

#### 5.07 Corresponding Secretary

The Corresponding Secretary will answer and dispose of correspondence received by the Society according to direction from the Directors.

#### 5.08 Duties of Other Officers

The duties and functions of other officers shall be as determined from time to time by the Directors.

#### 5.09 Remuneration

No officer shall receive any remuneration from the Society for services rendered as an officer but any expense incurred by an officer on behalf of the Society may be defrayed with the approval of the Directors.

#### 5.10 Vacancy of Office

A vacancy in an office of the Society will be filled by the Directors from one of the members of the Board of Directors.

## COMMITTEES

### 6.01 Appointment of Committees

The Directors may by resolution appoint:

- (a) committees consisting of a committee chairman and such number of members of the Board of Directors as the Directors think fit and the Directors may delegate to such committee, between meetings of the Board of Directors, such powers of the Directors (except the power to change the membership of, or fill vacancies in any such committee) subject to such limitations as may be prescribed by the Directors;
- (b) such other committees consisting of such member or members of the Society, who need not be members of the Board of Directors, for such purposes as the directors think fit, but the Directors may not delegate to any such committee any power of the Board of Directors.

### 6.02 Proceedings of Committees

A committee appointed pursuant to this Part may meet and adjourn as it thinks proper and may make rules for the conduct of their business and may appoint such assistants as they deem necessary, subject to the following rules;

- (a) a majority of the members of such a committee shall constitute a quorum;
- (b) questions arising at any meeting of the committee shall be determined by majority of votes of the members of such committee present, and in the case of an equality of the votes the chairman shall have a second, deciding vote;
- (c) a resolution approved in writing by all the members of the committee shall be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted.

### 6.03 Minutes

Every committee appointed pursuant to this section shall keep regular minutes of its transactions and meetings and shall cause them to be recorded in books kept for that purpose, and shall report the same to the Directors at such time as the Directors may require.

### 6.04 Revocation of Authority

The Directors shall have the power at any time to revoke or override any authority given to or any act done by any committee appointed pursuant to the By-Laws.

## BY-LAW 7

### FINANCIAL

#### 7.01 Borrowing

For the purposes of carrying out the objects of the Society, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular but without limiting the generality of the foregoing, the Directors may from time to time:

- (a) borrow money on the credit of the Society; and
- (b) issue, sell or pledge securities of the Society; and
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings, to secure any security or any money borrowed, or other debt, or any other obligation or liability of the Society,

provided that debentures of the Society shall not be issued without the sanction of a special resolution of the Society.

#### 7.02 Negotiation of Loans

From time to time the Directors may authorize any director, officer or employee of the Society or any other person to make arrangements with reference to the money borrowed or to be borrowed pursuant to the By-Laws and as to the terms and conditions of any such loan and as to the securities to be given for such loan, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any money borrowed or remaining due by the Society as the Directors may authorize and generally, to manage, transact and settle the borrowing of money by the Society.

#### 7.03 Investment

The funds of the Society not required for immediate use may be kept on deposit in a credit union or chartered bank or may be invested in securities in which trustees are for the time being authorized by law to invest.

## BY-LAW 8

### AUDITOR

#### 8.01 Appointment of Auditor

The members shall, at each annual general meeting, appoint an auditor, not being a director, officer or employee of the Society, to hold office until the close of the next annual general meeting and, if the members fail to do so, the Directors shall forthwith make such an appointment.

#### 8.02 Remuneration

The remuneration of the auditor shall be fixed by the Directors.

#### 8.03 Casual Vacancy

The Directors may fill any casual vacancy in the office of auditor.

## BY-LAW 9

### MISCELLANEOUS

#### 9.01 Fiscal Year

The fiscal year end of the Society will be May 31 or such other date as the Directors decide from time to time.

#### 9.02 Inspection of Records

The Directors shall from time to time determine whether and to what extent and at what times and place and under what conditions the accounts, books and records of the Society shall be open to the inspection of members who are not directors, and no member who is not a director shall have any right to inspect any account, book, or record of the Society except as conferred by law or authorized by the Directors or by ordinary resolution of the members.

#### 9.03 The Seal

The seal of the Society shall be kept in the custody of the recording secretary of the Society and shall not be affixed to any instrument except by and in the presence of the president and any one of the vice-presidents, the recording secretary or treasurer of the Society, or in the presence of such officer, officers, director or directors as may be prescribed by a resolution of the Directors, or by a resolution of the members at a general meeting.

#### 9.04 Notices

Any notice required or permitted to be given under the provisions of these By-laws shall be in writing and shall be given by personal service, courier, telex or by registered mail with postage fully prepaid, and addressed to the intended recipient at his address as the same appears on the books of the Society. A notice delivered personally, by courier or by telex shall be deemed to have been received by and given to the addressee on the day of delivery. A notice mailed as aforesaid shall be deemed to have been received by and given to the addressee on the seventh business day following the date of mailing, except in the event of any disruption of postal service, in which event the notice shall be delivered personally or given by courier or by telex.

### BY-LAW 10

#### BRANCH SOCIETIES

##### 10.01 Establishment

The Directors may from time to time establish and maintain one or more branch societies, which shall have such powers, not exceeding the powers of the Society, as the directors may from time to time confer.

##### 10.02 Membership

Every member of a branch society must be a member in good standing of the Society in accordance with these By-Laws.

##### 10.03 Structure and Operation

At the first meeting of a branch society the members of the branch shall elect amongst themselves a chairman, a vice-chairman and a secretary. The branch may make its own rules and regulations for the conduct of its business, provided that such rules and regulations are not inconsistent with the Constitution and By-Laws of the Society.

##### 10.04 Dissolution of Branch Society

The Directors may, by a resolution passed by two-thirds of the Directors present at a meeting of the Board of Directors, resolve to give notice to any branch society to dissolve. Upon receiving notice to dissolve, the branch society will immediately cease conducting business, and will wind up its affairs pursuant to Part 9 of the *Company Act*.