



FERNWOOD COMMUNITY ASSOCIATION

Bylaws

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Bylaws of The Fernwood Community Association of Greater Victoria (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;

"Fernwood Community" means the area encompassed by Cook Street, Fort Street, Shelbourne Street and Haultain Avenue, in the Municipality of Victoria, British Columbia.

"Ordinary resolution" means

- a) a resolution that is passed in a general meeting by a simple majority of the votes cast in person or by proxy; or
- b) a resolution that has been submitted to the members of the Society and consented to in writing by 2/3rds of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society;

"Registrar" means the Registrar of Companies of the Province of British Columbia; and

"Special resolution" means

- a) a resolution required that is passed in a general meeting by at least 2/3rds of the votes cast in person or by proxy; or
- b) a resolution consented to in writing by every member of the Society who would have been entitled to vote on it in person or by proxy at a general meeting of the Society.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

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.

Active memberArea of operation

1.4 The operations of the Society are to be chiefly carried on in the Fernwood Community.

PART 2 – MEMBERS

Classes of membership

2.1 There are two classes of members:

- a) Active members; and,
- b) Honorary members.

Active members

2.2 Each Active member has the right to:

- a) nominate a member for election as a director;
- b) stand for election as a director;
- c) be appointed as a director;
- d) vote at a general meeting;
- e) vote at a meeting of a committee to which he or she is appointed or elected;
- f) ask that the auditor's report, if any, be read at the annual general meeting;
- g) ask that the auditor, if any, be present at a general meeting if the financial statements will be presented with such request made in writing and delivered to the Society at least five days before the meeting;
- h) ask that the auditor, if any, be present at the annual general meeting where the auditor is being appointed or removed with such request made in writing and delivered to the Society at least five days before the meeting;
- i) look at the Society's documents, including accounting records, after giving sufficient notice of the request; and
- j) request and receive a copy of the most recent audited financial statements.

Honorary members

2.2 Honorary members are such persons as the Board may from time to time so award. An honorary member holds this position for such length of time as the Board sees fit.

2.3 Honorary members have the right to:

- a) attend general meetings;
- b) ask that the auditor's report, if any, be read at the annual general meeting;
- c) ask that the auditor, if any, be present at a general meeting if the financial statements will be presented with such request made in writing and delivered to the Society at least five days before the meeting;
- d) ask that the auditor, if any, be present at the annual general meeting where the auditor is being appointed or removed with such request made in writing and delivered to the Society at least five days before the meeting;

- e) look at the Society's documents, including accounting records, after giving sufficient notice of the request; and
- f) request and receive a copy of the most recent audited financial statements.

2.4 An honorary member is not liable to pay any membership dues to the Society.

Membership

2.5 The members of the Society are the applicants for incorporation of the Society and those persons who subsequently become members, in accordance with this bylaw and, in either case, have not ceased to be members. A person may apply to the Society for Active membership in the Society and becomes an Active member on the payment of annual membership dues. A person joining the Society shall not be entitled to vote at any meeting of the Society or the Board which is held within one month of the date on which such a person becomes a member.

2.6 To be eligible to be an Active member, individuals must live, work, study or volunteer with the Fernwood Community or be interested in the work of the Society.

2.7 Applications for membership shall be in such form as prescribed by the Board from time to time.

Duties of members

2.8 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.9 Dues shall be payable by Active members in such amounts and in such a manner and at such a time as may be provided for from time to time by the Board of the Society.

Member not in good standing

2.10 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.11 An Active member who is not in good standing

- a) may not vote at a general meeting, and
- b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.12 A person's membership in the Society is terminated

- a) if the member resigns in writing;
- b) if the member dies;
- c) if the member is not in good standing for twelve (12) consecutive months; or
- d) If the member is expelled in accordance with these bylaws.

- 2.13 The Board may expel a member from the Society. Before a member can be expelled, the Board must send a written notice of the proposed expulsion, including reasons, and give the member a reasonable opportunity to make representations to the Board respecting the proposed expulsion.
- 2.14 An expulsion of any member by the Board may be appealed at a general membership meeting. All decisions at a membership meeting shall be final.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1 The directors may, at any time, call a general meeting to be held at a time and place within British Columbia as determined by the directors.

Calling a general meeting

- 3.2 The Board must send a written notice calling a general meeting:
- a) giving the meeting place, date and time, and the reason for the meeting;
 - b) at least fourteen (14) days and not more than sixty (60) days before the meeting is to be held;
 - c) including the text of any special resolutions to be submitted to the meeting;
 - d) to all the members, but if by mistake a member does not receive the notice, the meeting can be held and the proceedings at the meeting are valid; and
 - e) the period of notice can be reduced if all members agree in writing.
- 3.3 Notices of a general meeting can be sent by mail, hand or courier to the member's address or, if the Society has more than 250 members, by email to the member's email address. A notice is considered to have been delivered:
- a) on the day it is delivered by hand, courier or email; and
 - b) two (2) working days after it is put in a Canada Post mail box.
- 3.4 The members can requisition the Board to call a general meeting if:
- a) at least 10% of the voting members make the requisition;
 - b) the requisition is made in writing and states the business to be considered at the meeting, including any special resolution the requisitionists wish to have considered at the meeting; and
 - c) the requisition is delivered by hand or sent to the Society and its directors by registered mail.
- The requisition may be signed by the members in counterparts.
- 3.5 When it receives a requisition under section 3.4, the Board must call a general meeting within sixty (60) calendar days. The notice of the general meeting must state the business to be considered at the meeting, including any special resolution to be considered at the meeting.
- 3.6 If the meeting has not been called within twenty-one (21) days from the date of the Society's receipt of a requisition, a majority of the members who asked for the meeting can call the general

meeting themselves, to be held within sixty (60) days from the expiry of the twenty-one (21) day period.

3.7 The procedures at any general meeting shall be as set out in Robert's Rules of Order.

Annual General Meeting

3.8 The directors must hold an annual general meeting in British Columbia in each calendar year. The Annual General Meeting shall be held within ninety (90) days of the end of the Society's fiscal year.

3.9 Members may send to the Society a notice of a matter that the members propose to have considered at an annual general meeting. A proposal must contain the names of, and be signed by, not fewer than 5% of voting members. If the proposal is received at least seven (7) days before notice of the annual general meeting is sent, then the notice of the annual general meeting must include:

- a) the proposal;
- b) the names of the members submitting the proposal, and
- c) one (1) statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice.

Notice of special business

3.10 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 member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.11 The following individuals are entitled to preside as the chair of a general meeting:

- a) the individual, if any, appointed by the Board to preside as the chair;
- b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - i. the President,
 - ii. the Vice-President, if the President is unable to preside as the chair, or
 - iii. one of the other directors present at the meeting, if both the President and Vice-President are unable to preside as the chair.

Alternate chair of general meeting

3.12 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.13 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- 3.14 A quorum for the transaction of business at any meeting of members shall consist of seven (7) members present.

Lack of quorum at commencement of meeting

- 3.15 If, within thirty (30) minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.16 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.17 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.18 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 thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.19 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) conduct the business of the meeting; and
- g) Adjourn the meeting.

Proposing a resolution at a general meeting

- 3.20 Each resolution proposed at a meeting must be moved by one (1) member and seconded by another.
- 3.21 The chair of a meeting may move or second a resolution.

Methods of voting

- 3.22 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

- 3.23 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 not permitted

- 3.24 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.25 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

- 4.1 The Society shall be managed by a Board of not less than five (5) and not more than fifteen (15) directors. Directors must be at least eighteen (18) years of age.

Director qualifications

- 4.2 A director must be an Active member in the Society and ceases to be a director at the time he or she ceases to be an Active member of the Society.

Election of directors

- 4.3 At each annual general meeting, the voting members must elect the directors as follows:
- a) the Board must call for nominations for directors at least thirty (30) working days before an annual general meeting;

- b) the President of the Society during the immediately preceding term shall be eligible for re-election as a director for one additional term, in the capacity of Past-President and shall not hold any other Board position; and
- c) an individual elected as a director must:
 - i. consent in writing to be a director; or
 - ii. be present at the meeting where they are elected and not refuse, at that meeting, to be a director.

Term of office

- 4.4 Each director shall serve terms of one (1) or two (2) years, as determined by the Board. Half of the directors shall be retired at every annual general meeting, but shall be eligible for re-election if otherwise qualified.

Directors may fill casual vacancy on Board

- 4.5 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.6 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Resignation of director

- 4.7 A director who intends to resign must give his or her resignation in writing, and the resignation takes effect on:
- a) the receipt by the Society of the written resignation; or
 - b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event:
 - i. if a date is specified, the beginning of the day on the specified date;
 - ii. if a date and time are specified, the date and time specified; or
 - iii. if an event is specified, the occurrence of the event.

Removing a director

- 4.8 The Board can remove a director if he or she:
- a) has not attended at least half of the directors meetings in any twelve (12)-month period; or
 - b) has not attended three (3) consecutive directors meetings without a reason that the Board considers to be valid.
- 4.9 For the Board to remove a director:

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- a) notice of a resolution must be placed on the Board meeting agenda distributed in advance of the meeting;
- b) the resolution must include the reason for the proposed removal;
- c) the director proposed for removal must be given the opportunity to present a written submission or to speak to the Board before the vote is taken;
- d) the Board must pass the resolution; and
- e) a copy of the minute recording the decision must be sent to the director in question.

4.10 The members can:

- a) remove a director by passing a special resolution at a general meeting; and
- b) elect a replacement director to serve the balance of the term.

4.11 For the members to remove a director:

- a) the members may requisition the Board to call a general meeting in accordance with section 3.4;
- b) the text of the special resolution provided with the meeting notice must indicate the reason(s) for the proposed expulsion;
- c) the director proposed for removal must be allowed to speak at the meeting before the members vote on the special resolution; and
- d) the members must pass the special resolution at the general meeting.

Duties of directors

4.12 A director must, when exercising the powers and performing the functions of a director:

- a) act honestly and in good faith with a view to the best interests of the Society;
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- c) act in accordance with the Act and its regulations, and
- d) subject to paragraphs (a) to (c), act in accordance with the bylaws of the Society.

Indemnification of directors

4.14 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 their office, and also from and against all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs of the Society.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

5.1 Directors’ meetings may be called at any time by the President or Vice-President or by the Secretary on direction of two (2) directors.

Notice of directors' meeting

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

Proceedings valid despite omission to give notice

- 5.3 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' meetings

- 5.4 All directors' meetings are open to Active members of the Society.
- 5.5 The Board may meet at any place in British Columbia that it considers to be suitable.
- 5.6 The President or Vice-President will chair directors' meetings.
- 5.7 If both the President and the Vice-President are not present fifteen (15) minutes after the meeting was scheduled to start, the directors at the meeting may choose a director who is present to chair the meeting.
- 5.8 Directors can participate in and vote in person, by telephone or by any other communication medium as long as all members are able to communicate with each other; and are considered to be present at the meeting regardless of the manner of their participation.
- 5.9 A member may speak at a directors' meeting if:
- a) the member makes a request in writing;
 - b) the request is delivered to the President at least seven (7) days before the meeting in question; and
 - c) the President approves the request.
- 5.10 Resolutions must be moved by a director and need not be seconded.
- 5.11 Each director has one (1) vote and voting on resolutions is by a show of hands.
- 5.12 If a vote on a resolution is tied, the chair has a second or casting vote.
- 5.13 A resolution is passed by a simple majority of the directors who are present.
- 5.14 A resolution is valid and effective if it is:
- a) passed and so-noted in the minutes of the meeting; or
 - b) circulated in writing, signed by all the directors and placed with the minutes of a directors' meeting.

Directors' resolutions may be signed in counterparts.

Quorum of directors

- 5.15 The quorum for the transaction of business at a director's meeting is a majority of the directors in office.

PART 6 – BOARD POSITIONS

Appointment to Board positions

- 6.1 Directors must be appointed or elected by the Board to the following Board positions:
- a) President;
 - b) Vice-President;
 - c) Secretary;
 - d) Treasurer;
 - e) Past-President; and
 - f) Directors-at-large.
- 6.2 The Board may from time to time appoint further officers, professional consultants, committees and agents and authorize the employment of such person as they deem necessary to carry out the objects of the Society, and such officers, professional consultants, committees, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

Role of President

- 6.3 The President is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of Vice-President

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

Role of Secretary

- 6.5 The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- a) maintaining the register of members;
 - b) issuing notices of general meetings and directors' meetings;
 - c) taking and storing minutes of general meetings and directors' meetings;
 - d) keeping the records of the Society in accordance with the Act;
 - e) conducting the correspondence of the Board; and
 - f) filing the annual report of the Society and making any other filings with the registrar under the Act.

The Secretary may receive assistance from Society staff in carrying out these responsibilities.

Absence of Secretary from meeting

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

Role of Treasurer

- 6.7 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- a) receiving and banking monies collected from the members or other sources;
 - b) keeping accounting records in respect of the Society's financial transactions;
 - c) preparing the Society's financial statements; and
 - d) making the Society's filings respecting taxes.

The Treasurer may receive assistance from Society staff in carrying out these responsibilities.

Executive Committee

- 6.8 The President, Vice-President, Secretary, Treasurer and Past-President shall constitute the Executive Committee.
- 6.9 The Executive Committee has the authority to carry on the business of the Society between meetings of the Board, in accordance with the policies and directives established by the Board.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 7.1 The directors shall serve without remuneration, and the directors shall not receive directly or indirectly, any profits from their positions as directors, but may be paid expenses incurred by them in the performance of their duties.

Signing authority

- 7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society
- a) by the President, together with one other director;
 - b) if the President is unable to provide a signature, by the Vice-President together with one other director;
 - c) if the President and Vice-President are both unable to provide signatures, by any 2 other directors; or
 - d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 - BORROWING POWERS

- 8.1 No money shall be borrowed by this Society without the sanction of a resolution of the members.

PART 9 – ACCOUNTS AND AUDITOR

Accounts

- 9.1 The Officers shall present before the members of the Society at the Annual General Meeting a financial statement showing the income and expenditures, assets and liabilities, of the Society, signed by two (2) or more directors, one of whom is the Treasurer.

Auditor Appointment

- 9.2 At each annual general meeting, the members may appoint an independent auditor.
- 9.3 The term of any auditor appointment is until the next annual general meeting.
- 9.4 If there is a vacancy in the office of auditor created by resignation, death or otherwise, other than by removal under bylaw 9.6, the directors may appoint an auditor to hold office until the close of the next annual general meeting.
- 9.5 The auditor, if any, will be notified of all general meetings and may attend and be heard at general meetings on any matters dealing with the financial statements of the Society.

Removal of auditor

- 9.6 The members can remove an auditor by passing an ordinary resolution at a general meeting. The Society will provide written notice to the auditor of its intent to call a general meeting for the purpose of removing the auditor in accordance with the Act.

Auditor notification

- 9.7 The Board must promptly inform the auditor, if any, in writing of his or her appointment or removal.

Auditor Inspection of Records

- 9.8 The auditor, if any, shall have a right of access to all records, documents, books, accounts and files of this Society and shall be entitled to require from the directors such information and explanation as may be necessary for the purpose of the duties of the auditor.

PART 10 - INSPECTION OF RECORDS

Access by members

- 10.1 A member may, without charge, inspect a record the Society is required by the Act to keep. The Board may, by ordinary resolution, set the notice period before a member may inspect a record.
- 10.2 The Board may restrict members' access to the Register of Members if it considers that access would be harmful to the Society or a member.

Access to the Constitution and Bylaws

- 10.3 When the Board approves an application for membership, the new member:
- a) will be notified of the approval; and

- b) will be informed where he or she can see a hard-copy of the constitution and bylaws; or will be provided with a link to a website where he or she can see an electronic version of the constitution and bylaws.

PART 11 – ALTERATIONS TO CONSTITUTION AND BYLAWS

Changing the Constitution

- 11.1 The Society may alter its name or purpose if:
- a) the alteration has been approved by a special resolution at a general meeting;
 - b) the alteration does not remove a charitable purpose; and
 - c) the alternation has been filed with the Registrar.

Changing the Bylaws

- 11.2 These bylaws can be altered by a special resolution of the members. Alternations are effective when filed with the Registrar.

PART 12 – DISSOLUTION OF THE SOCIETY

Dissolution

- 12.1 The Society may be voluntarily dissolved and liquidated if the members of the Society so resolve by a special resolution passed at a general meeting called for that purpose.
- 12.2 If the Society has already paid its liabilities and distributed its remaining money or other property, it may be voluntarily dissolved if the members of the Society so resolve by an ordinary resolution passed at a general meeting called for that purpose.

Liquidation

- 12.3 Before dissolution, all of the Society's liabilities must be paid or adequate provision for payment of the liabilities must be made.
- 12.4 In the event of dissolution or winding up of the Society, the members of the Society shall appoint a special committee to liquidate the assets and liabilities of the Society, provided that the said recommendations shall be that the assets of the Society be distributed to one or more recognized charitable organizations in Canada, then upon ratification by a meeting of the Society, distribution to one or more recognized charitable organizations in Canada shall be carried out. This clause was previously unalterable.