



4-H BC Provincial Council Bylaws

2024

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“BYLAWS”

Part 1 - Definitions

1.1 In the constitution and these bylaws,

- a) "4-H Ambassador" means a member of the British Columbia 4-H Ambassador team;
- b) "4-H District Council" means a district organization that is registered with the Society; and that is made up of volunteer leaders representing 4-H clubs;
- c) "4-H Regional Council" means a regional organization that is registered with the Society, and the membership of which is elected by 4-H District Councils;
- d) "Act" means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- e) "Annual General Meeting" is held annually with the members of the society and departmental reports are reviewed; consideration of the year-end financial statements; election of officers; adoption of the budget for the following 12 months and any changes to the constitution;
- f) "Authorized Representative" means the elected individual from the member (4-H District Council) who represents and votes on behalf of the member (4-H District Council);
- g) "Bylaws" means the bylaws of the Society as filed with the Registrar;
- h) "Board" means the directors of the Society for the time being, acting as a body;
- i) "Community Member" means an individual who is not a registered leader with 4-H BC and who has been elected to the Board. They have equal responsibilities to the Board as the Authorized Representatives including voting privileges;
- j) "Consent Resolution of Directors" means a directors' resolution passed in accordance with section 54 (2) [*Proceedings of directors*];
- k) "Constitution" means the constitution of the Society as filed with the Registrar;
- l) "Director" means a director as in relation to a society, means an individual who has been elected, in accordance with section 42 [*Designation, election and appointment of directors*] and with bylaw 6.3 as a member of the board of directors of the society, regardless of the title by which the individual is called;
- m) "Eligible Party" means
 - i. A Director of the Society, as determined in accordance with these bylaws;
 - ii. Such other person described in the Act that is appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the society as a whole or in respect of a principal unit of the society;

- iii. A person who holds or held a position equivalent to what is described in either subparagraph a) or (ii) above in a subsidiary of the society, if any, or;
 - iv. The heir or personal or legal representative of a person described in (i), (ii), or (iii) above.
- n) "Ex-Officio Director" means an individual who becomes a director of the Board by virtue of holding another office, such as the 4-H BC Manager, BC Ministry of Agriculture and Food - Youth Development Manager, 4-H BC Ambassador, Youth Advisory Committee or any other individual who the Board appoints as an ex-officio director. Ex-officio directors do not have voting privileges.
- o) "General Meeting" is a meeting of the members of the Society which is held regularly and conduct business of the Society;
- p) "Manager" means the 4-H BC Manager;
- q) "Member" means all 4-H District Councils registered with the Society in good standing, who elect authorized representatives to vote and speak on the behalf of the District Councils;
- r) "Non-Voting Director" means directors of the board who are not entitled to vote as outlined by these bylaws;
- s) "Ordinary Resolution" means any of the following:
- i. a resolution passed at a general meeting by a 2/3 majority of the votes cast by the voting members, whether cast in person or by electronic means;
 - ii. a resolution consented to in writing, after being sent to all the voting members, by a 2/3 majority of the voting members;
 - iii. if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by a 2/3 majority of the votes cast, in accordance with the bylaws, on the resolution;
- t) "Registered Address" means a member's address as recorded in the register of members;
- u) "Registrar" means the BC Registry and Online Services;
- v) "Society" means the 4-H BC Provincial Council;
- w) "Special meeting" is a meeting of the members when there is an issue or something of importance that needs to be discussed. The special meeting is held outside of the regularly scheduled general meeting;
- x) "Special General Meeting" is a meeting of the members called to discuss a specific purpose which cannot wait until an AGM, such as constitutional or policy changes. The SGM has the same powers of the AGM and must meet all the Society's bylaws;
- y) "Special Resolution" means any of the following:
- i. a resolution passed at a general meeting by at 2/3 majority of the votes cast by

- ii. the voting members, whether cast in person or by proxy;
 - iii. a resolution consented to in writing by all the voting members;
 - iii. if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by a 2/3 majority of the votes cast, in accordance with the bylaws, on the resolution;
- z) "Voting Members" means both a director who is the authorized representative for a member and an elected community member who has the right to vote as outlined in these bylaws;
- aa) "Written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax;
- bb) the singular includes the plural and vice versa, and;
- cc) persons include corporations and associations.
- 1.2** Those sections of the constitution and bylaws that are alterable can only be rescinded or amended by special resolution.
- 1.3** Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.
- 1.4 Entitlement of Members to a Copy of Constitution and Bylaws**
A member is entitled to, and the Society must on request give the member a copy of the constitution and bylaws upon payment of a fee determined by the Board, but that fee must not exceed \$1.

Part 2 - Registered Office and Records

- 2.1 Registered Office**
The Society must maintain a registered office in British Columbia.
- 2.2 Records to be Kept**
A society must keep the following records:
- a) the Society's certificate of incorporation;
 - b) each certified copy, furnished to the Society by the registrar, of the following records:
 - i. the constitution of the Society;
 - ii. the bylaws of the Society;
 - iii. the statement of directors and registered office of the Society;
 - c) each confirmation, other certificate or certified copy of a record furnished to the Society by the registrar, other than in response to a request;
 - d) a copy of each order made in respect of the Society by
 - i. any court or tribunal, in Canada or elsewhere, or
 - ii. a federal, provincial, or municipal government body, agency or official, including the registrar;
 - e) the Society's register of directors, including contact information provided by each director;
 - f) each written consent to act as director referred to in 6.3 and each written resignation of a director;
 - g) a copy of each record described in 7.4 or 8.2 evidencing a disclosure by a director or senior

- manager;
- h) the Society's register of members, organized by different classes of member if different classes exist, including contact information provided by each member;
- i) the minutes of each meeting of members, including the text of each resolution passed at the meeting;
- j) a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in 2.2(i), and, in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to that resolution;
- k) the financial statements of the Society required in 12.4 and the auditor's report, if any, on those financial statements.

2.3 Additional Records to be Kept

In addition to the records described in 2.2, the Society must keep the following records:

- a) the minutes of each meeting of directors, including:
 - i. a list of all the directors at the meeting, and;
 - ii. the text of each resolution passed at the meeting;
- b) a copy of each consent resolution of directors and a copy of each of the consents to that resolution;
- c) adequate accounting records for each of the Society's fiscal years, including a record of each transaction materially affecting the financial position of the Society.

2.4 Statement of Directors and Registered Office

- a) A society must have a statement of directors and registered office that sets out:
 - i. the full names and addresses of the directors of the Society, and;
 - ii. the delivery address and mailing address of the registered office of the Society.
- b) For the purposes of subsection 2.4 (a) (i), the address of a director may be either of the following:
 - i. the director's residential address;
 - ii. another address at which the director can usually be served with records between the hours of 9 a.m. and 4 p.m., local time, from Monday to Friday, inclusive.

2.5 Location of Records

- a) A society must ensure that the records it is required to keep under these bylaws and the Act's section 20 [*Records to be kept*]:
 - i. in the case of records that are not in electronic form, are kept at the Society's registered office, and;
 - ii. in the case of records that are in electronic form, are available for inspection at the Society's registered office by means of a computer terminal or other electronic technology.

2.6 Changes to Contact Information

A member or director must promptly and in writing notify the Society of any change in the member's or director's name, address, electronic mail address, and facsimile and telephone numbers.

2.7 Inspection of records

- a) A member of a society may with 14 days notice and, without charge, inspect a record the Society is required to keep under section 2.2 [*records to be kept*].
- b) A member of a society, without charge,
 - i. may inspect the portion of a record the Society is required to keep under section 2.2

- a) or b) that evidences a disclosure, by a director or senior manager, described in section 8.1 or;
 - ii *[disclosure of director's interest]* or 8.2 *[disclosure of senior manager's interest]*, and;
 - iii. may, unless the bylaws provide otherwise, inspect any other record the Society is required to keep under section 2.3.
- c) A director of a society may, without charge, inspect a record the Society is required to keep under section 2.2.
 - d) A person, other than a member or director, may, if and to the extent permitted by the bylaws, inspect a record a society is required to keep under section 2.2, other than the register of members.
 - e) A society may charge a reasonable fee, not to exceed the fee, if any, specified in, or calculated in accordance with, the regulations, for an inspection referred to in subsection (d).
 - f) A society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a person, other than a director, may inspect a record.

2.8 Inspection of register of members may be restricted

- a) The directors of a society may, by directors' resolution, restrict, as set out in subsection (b), the members' rights to inspect the Society's register of members if the directors are of the opinion that the inspection would be harmful to the Society or to the interests of one or more of its members.
- b) Despite section 2.7, if the members' rights to inspect a society's register of members are restricted under subsection a) of this section, members may not inspect the register of members except in accordance with this section.
- c) A member of a society whose right to inspect the Society's register of members has been restricted under subsection (a) may apply in writing to the Society to inspect the register of members.
- d) An application under subsection (c) must include a statement of the applicant that
 - i. sets out the applicant's name, and;
 - ii. states that the information obtained from the inspection of the register of members will not be used except as permitted under subsection (g).
- e) A member who applies under this section may, without charge, inspect the register of Members.
- f) A society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a member may inspect the register of members under this section.
- g) A person who has inspected the register of members under this section must not use the information obtained from the inspection except in connection with:
 - i. the requisitioning or calling of a general meeting under section 4.6 *[requisition of general meeting]*;
 - ii. an effort to influence the voting of members.

2.9 Inspection of register of directors

A person must not use contact information that the person obtains from an inspection of a society's register of directors referred to in section 2.2 (e) *[records to be kept]* except in connection with matters related to the activities or internal affairs of the Society.

Part 3 – Membership

3.1 Admission to Membership

Membership in the Society will be restricted to:

- a) Every 4-H District Council is eligible to be a member in BC;

- b) A 4-H District Council becomes a member on registering with the Society;
- c) The amount of annual membership dues (if any), and the date for their payment must be determined by the Board;
- d) Membership is not transferable;
- e) Elected Community Members.

3.2 Class of Members

There is one class of voting members. A member not in good standing may not vote. A voting member who is not in good standing:

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

3.3 Application of Members

All applications of membership must:

- a) be in writing and in a form approved by the Board;
- b) include the full name, mailing address, telephone number, and e-mail address;
- c) appoint an authorized representative for District Council Members;
- d) include any membership dues or other fees which are payable;
- e) must be renewed annually, by or before a date set by the Board; and,
- f) provide such other information as is required by the Board.

3.4 Member Compliance

Every member must comply with:

- a) the Act;
- b) the Society's constitution and bylaws;
- c) any rules and policies made by the Society, including procedures for its governance;
- d) Any rules of order governing the conduct of general meetings and of Board meetings;
- e) Abide by such codes of conduct and ethics adopted by the Society; and,
- f) Further not hinder the purposes, aims and objectives of the Society.

3.5 Termination of Membership

A member's membership with the Society terminates when:

- a) the member's term of membership expires;
- b) the membership terminates the member in accordance with these bylaws;
- c) the member resigns;
- d) the member files for dissolution or bankruptcy;
- e) the member is not a member in good standing for 30 days; or,
- f) the member has been expelled.

3.6 Member in Good Standing

A member becomes a member not in good standing on failing to:

- a) Register; or,
- b) Appoint a representative, if a District Council member; or,
- c) Failing to meet the expectations of the terms of reference.

3.7 Discipline and Expulsion of Member

- a) A member may be expelled by special resolution.
- b) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

- c) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

3.8 Without Purpose of Gain

It is hereby declared that the British Columbia 4-H Provincial Council shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objectives. **This provision was previously unalterable.**

Part 4 – Meetings of Members

4.1 Time and Place of General Meetings

General meetings must be held at the time and place in accordance with the Act and these bylaws that the Board decides.

4.2 Notice of General Meeting

Written notice of the general meeting must be sent to every member shown on the register of members with the Society and the auditor, if necessary, no other person is entitled to receive a notice of general meeting. The notice must:

- a) Specify the place, day, and hour of meeting, and, in case of special business, the general nature of that business;
- b) Include any special resolution to be proposed at the meeting;
- c) Be sent at least 7 days before the general meeting and not more than 60 days before the meeting;
- d) Be given to a member either personally, by mail, or by electronic mail to the member at the member's registered address, or electronic mail address. In the case of notice given by electronic mail, the member must have consented to notice in that manner,
- e) If sent by mail, a notice is deemed to have been received on the second day after that on which the notice was posted.

4.3 Omission of Notice

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

4.4 Annual General Meeting

- a) An AGM must be held at least once in each calendar year;
- b) The Board may, when it thinks fit, convene a special general meeting;
- c) Each AGM must, before adjourning, determine the location at which the next following AGM will be held.

4.5 Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Society:

- a) The adoption of the agenda;
- b) The approval of the minutes from the previous annual general meeting and any special general meetings held since the previous annual general meeting;
- c) Consideration of the reports of the Directors;
- d) Consideration of the financial statements and the report of the auditor, if any;
- e) The consideration of any Members' proposals submitted in accordance with the Act; and,

- f) The annual general meeting may include other business as determined by the Board at its discretion.

4.6 Requisition of Special General Meeting

The Board, on the requisition of a 2/3 majority of the voting members, must convene a special general meeting without delay.

- a) A requisition:
 - i. May be in a single document or may consist of several documents;
 - ii. Must contain the names of, and be signed by, not fewer than the number of voting members that constitutes the requisition threshold for the Society;
 - iii. Must state, in 200 words or less, the business to be considered at the meeting, including any special resolution the requisitionists wish to have considered at the meeting;
 - iv. Must be delivered to the delivery address, or mailed by registered mail to the mailing address of the Society; and,
 - v. Must be sent to each individual listed in the Society's register of directors.
- b) Promptly after a society receives a requisition mailed or delivered under 4.6 (a) (iv).
 - i. The directors must call a special general meeting, to be held within 60 days after the date of the Society's receipt of the requisition, to consider the business stated in the requisition; and;
 - ii. The Society must send, with the notice of the meeting, the text of the statement referred to in 4.6 (a) (iii).
- c) If, within 21 days after the date of the receipt of the requisition, the Board does not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within 60 days after the expiry of the 21-day period date of receipt of the requisition.
- d) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.

4.7 Special General Meeting

A special general meeting is called of the members of the Society to discuss a specific purpose which cannot wait until the AGM, such as constitutional, bylaw or policy changes. All business discussed at a special general meeting will be outlined in the requisition of a special general meeting.

4.8 Members Proposal Definitions for Bylaw 5.7 only

"Proposal" means a notice sent to the Society by the voting members of a matter that the members propose to have considered at a general meeting.

"Proposal Threshold" means 2/3 majority of the voting members of the Society, but not fewer than 2 members.

- a) A proposal must contain the names of, and be signed by, not fewer than the number of voting members that constitutes the proposal threshold for the Society.
- b) A Society that receives a proposal at least 7 days before notice of the general meeting is sent must include, with that notice,
 - i. The proposal,

- ii. The names of the members submitting the proposal, and
- iii. One statement supporting the proposal, if the members submitting it request, be included with the notice.
- c) A proposal, or, if a statement is provided under 5.7 (b) (iii), the proposal and statement together, must not exceed 200 words in length.
- d) The Society is not required to comply with 5.7 (b) if the same proposal was considered at a general meeting held in either of the 2-previous calendar year.

4.9 Member Remuneration

Members must not be remunerated for being or acting as members, but a member may be reimbursed for expenses necessary and reasonably incurred while engaging in the affairs of the Society.

Part 5 – Proceedings at General Meetings of Members

5.1 General Meeting

It is a meeting of the Society Members held regularly and conducts business of the Society.

5.2 Quorum

The Quorum is 1/3 of the voting members in good standing present, but not less than three.

5.3 Requirement of Quorum

No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.

5.4 Loss of Quorum

If during a general meeting a quorum ceases to be present, business in progress must then be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.5 Lack of Quorum

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this bylaw need not be given to members not present.

5.6 Adjournment

- a) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.
- c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

5.8 Chair

- a) The President, the Vice-President, or, in the absence or unwillingness of both, one of the other directors present, must chair each general meeting.
- b) If at a general meeting no director is present within 15 minutes after the time appointed for holding the meeting, or the President, the Vice-President, and all other directors present are unwilling or unable to act as chair, the members present must choose a member who is present to be chair.

5.9 Right to Vote

- a) Each member in good standing and present is entitled to one vote.
- b) There will be no proxy voting.
- c) Non-members and special guests may attend a general meeting by invitation if prior arrangements have been made with the Chair or the Manager: and they will not have voting powers.
- d) Motions arising at general meetings must be decided by a majority of votes.
- e) Voting is by:
 - i. Show of hands;
 - ii. By written ballot if requested by a 2/3 majority of members present, on a show of hands; or,
 - iii. Electronic means in compliance with 5.11.
- f) In the case of an equality of votes, the chair of a general meeting does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member and the motion is defeated.
- g) A member may vote through its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes at a general meeting.
- h) Elected Community Members are entitled to one vote.

5.10 Electronic Participation in General Meetings

The Board may determine, in its discretion, to hold any General Meetings in whole or in part by Electronic Means, to allow some or all Members to participate in the meeting remotely.

Where a General Meeting is to be conducted using Electronic Means, the Chair must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed present at the General Meeting.

5.11 Voting by Electronic Means

Unless the Act, these bylaws or adopted rules of orders provide otherwise, voting via secure electronic means is permitted. Once the motion is made and seconded, all members are included in the vote correspondence, voting and non-voting members are included. The Chair will then advise all members, voting and non-voting members, if the motion was passed or defeated. The Manager, or designate, will add a copy of the correspondence, including the decision of the members indicating a record of the

number of votes for and against, to the minutes of the next meeting. The record will be uploaded to secure electronic file storage.

5.12 Rules of Order

Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then Robert's Rules of Order must be used.

Part 6 - Board and Directors

6.1 Powers of the Board of Directors

- a) The Board may exercise all the powers of the Society, and do all the things that the Society may do, subject to:
 - i. The constitution and these bylaws;
 - ii. All laws affecting the Society; and,
 - iii. Rules, not being inconsistent with these bylaws, may be made by the Society in general meetings.
- b) No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- c) Without limiting the generality of the foregoing, the Board can make expenditures, including grants, gifts, and loans, whether secured or interest-bearing, in furtherance of the Society's purposes. The Board will also have the power to enter trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

6.2 Remuneration of Directors and Reimbursement of Expenses

Subject to the Act, Directors must not receive remuneration from the Society for acting in their capacity as Directors. In addition, a Director may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

6.3 Designation, Election or Appointment of Directors

A designation, election, or appointment of a member as a director is invalid unless:

- a) The individual consents in writing to be a director of the Society; or,
- b) The designation, election or appointment is made at a meeting at which the individual is present, and the individual does not refuse, at the meeting, to be a director.

6.4 Persons Qualified to be a Director

- a) Authorized representatives and community members are qualified to be a director of the Society only if the individual is at least 18 years of age. However, the 4-H BC Ambassador or a Youth Advisory Committee Director may be 16 or 17 years of age to be a qualified director of the Society.
- b) Despite 6.4 (a) an authorized representative and community member not qualified to be a director of the Society if the individual is:
 - i. found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
 - ii. an undischarged bankrupt; or,
 - iii. convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 1. the court orders otherwise;
 2. 5 years have elapsed since the last occurrence of:

- A. the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - B. the imposition of a fine;
 - C. the conclusion of the term of any imprisonment; or,
 - D. the conclusion of the term of any probation imposed.
3. a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension has not been revoked or ceased to have effect.
- c) All Directors as described in 6.6 a) must complete screening. All authorized representatives must additionally complete the training requirements for a 4-H BC Leader.

6.5 Directors Must Be Qualified

- a) A person must not be a Director of the Society if the person is not qualified under either the Act section 44 (*Persons qualified to be directors*) or these bylaws to be a Director.
- b) A Director of the Society who is not, or who ceases to be, qualified under either the Act section 44 (*Persons qualified to be directors*) or these bylaws to be a Director must promptly resign.

6.6 Composition of the Board of Directors

The Board shall consist of the following individuals:

- a) The authorized representative of each region is a director.
- b) The British Columbia Ministry of Agriculture and Food may appoint an ex-officio director.
- c) The 4-H BC Manager is an ex-officio director.
- d) The 4-H BC Ambassadors may appoint an ex-officio director.
- e) The Youth Advisory Committee representative is an ex-officio director.
- f) The Past President, if not an authorized representative or a community member, is an ex-officio director.

6.7 Transition of Directors' Terms

Each Person who is a director on the date these Bylaws come into force will continue as a director for the remaining term to which they were elected, unless sooner ceasing in accordance with these bylaws.

6.8 Terms of Directors

The terms for each authorized representative and community member as a director is:

- a) have a term of two years;
- b) may be re-elected for two further two-year terms;
- c) must not serve for more than six consecutive years without one year in which the authorized representative is not a director; and,
- d) A director must not serve more than three consecutive years as president or vice-president, or president and vice-president.

6.9 Terms of Ex-Officio Directors

An ex-officio director is a director of the Board who is part of the Board by virtue of holding another position. The following hold an ex-officio position:

- a) The 4-H BC Manager;
- b) The British Columbia Ministry of Agriculture and Food;
- c) The 4-H BC Ambassadors will serve a one-year term;

- d) The Youth Advisory Committee representative will serve a two-year term; and,
- e) The Past President, if not an authorized representative or community member, as outlined in 6.6 (a) could serve up to a three-year term.

6.10 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which their term expires, provided that, if insufficient successors are elected and the result is that the number of Directors would fall below 9, the authorized representative(s) and community members previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

6.11 Ceasing to be a Director

A Director ceases to hold directorship when:

- a) ceasing to be the authorized representative of a member, or ceasing to be a member in good standing of a member;
- b) the end of the director's term of office, unless the director is re-elected;
- c) resigning in writing;
- d) Death;
- e) becoming unable to perform the duties of a director due to physical or mental disability; or,
- f) failing to attend three meetings of the Board without the authorization of the Board.

6.12 Appointment to Fill Director Vacancy

If a Director ceases to hold directorship before the expiry of their term, the Board, by Board Resolution, may appoint a director qualified in accordance with 6.4 to fill the resulting vacancy. The position occupied by an appointed replacement director will become available for appointment at the next annual general meeting and each such appointed replacement director will continue until the conclusion of the next annual general meeting unless sooner ceasing to be a director. The appointed replacement director may run for the vacant position. Vacancy appointments do not apply to Community Member directors.

The period during which an authorized representative serves as an appointed replacement director does not count toward the term limits set out in 6.8.

6.13 Resignation of a Director

A director who intends to resign must give their resignation to the Society in writing, and the resignation takes effect on the later to occur of the following:

- a) The receipt by the Society of the written resignation;
- b) The written resignation specifies that the resignation is to take effect on a specified date and time.

6.14 Removal of a Director

The members may, by special resolution, remove a director elected or appointed before the expiration of the director's term of office. A successor to an authorized representative can be elected from the corresponding region to complete the term of office. A successor to a community member will not be elected to complete the term of office.

6.15 Registry Filings Respecting Directors

- a) Subject to 6.13 (b), the Society must, promptly after a change in its directors or in the address of any of its directors, file with the registrar a notice of change of directors.
- b) If a change of directors occurs at an annual general meeting, the Society may, instead of complying with 6.13 (a), provide notice of the change in the annual report the Society files with the registrar under section 73 [*Society must file annual report*] of the Act.
- c) After the Society files a notice of change of directors under 6.13 (a) or an annual report under 6.13 (b) providing notice of a change of directors, the registrar must
 - i. alter the Society's statement of directors and registered office to reflect the change; and,
 - ii. furnish to the Society a certified copy of the altered statement of directors and registered office.

6.16 Validity of Acts of Directors

- a) An act of a director is not invalid merely because of a defect in the director's designation, election, or appointment or in the qualifications of that director.
- b) An act of a society is not invalid merely because
 - i. fewer than the required number of directors have been designated, elected or appointed,
 - ii. the residency requirements for the directors have not been met, or
 - iii. a majority of the directors, contrary to section 41 [*Employment of directors*], receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for services.

Part 7 – Role of Directors and Directors' Conflict of Interest

7.1 Functions of Directors

Subject to the Act, the regulations and the bylaws, the directors of the Society must manage, or supervise the management of, the activities and internal affairs of the Society.

7.2 Duties of Directors

- a) A director must, when exercising the powers and performing the functions of a director of the Society:
 - i. act honestly and in good faith and in the best interests of the Society;
 - ii. exercise the care, diligence, and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director;
 - iii. act in accordance with the Act and the regulations; and,
 - iv. subject to paragraphs (i) to (iii), act in accordance with the bylaws of the Society.
- b) Without limiting 7.2 (a) a director of a society, when exercising the powers and performing the functions of a director of the Society, must act with a view to the purposes of the Society.
- c) This bylaw's requirements are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.
- d) Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:
 - i. the duty to act in accordance with the Act and the regulations; or,
 - ii. a liability that by rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may

be guilty in relation to the Society.

7.3 Director Compliance

Every Director must comply with:

- a) the Act;
- b) the Societies constitution and bylaws;
- c) any rules and policies made by the Society, including procedures for its governance;
- d) Any rules of order governing the conduct of general meetings and of Board meetings;
- e) Abide by such codes of conduct and ethics adopted by the Society; and,
- f) Further not hinder the purposes, aims and objections of the Society.

7.4 Disclosure of Director's Interest

This section applies to a director of a society who has a direct or indirect material interest in:

- a) a contract or transaction, or a proposed contract or transaction, of the Society; or,
- b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Society.

A director to whom this section applies must:

- a) disclose fully and promptly to the other directors the nature and extent of the director's interest;
- b) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter referred to in 7.4 (a) and (b);
- c) leave the directors' meeting, if any,
 - (i) when the contract, transaction or matter is discussed, unless asked by the other directors to be present to provide information; and,
 - (ii) when the other directors vote on the contract, transaction, or matter; and,
- d) refrain from any action intended to influence the discussion or vote.

A disclosure under 7.4 (c) must be evidenced in at least one of the following records:

- a) the minutes of a meeting of directors;
- b) a consent resolution of directors; or,
- c) A record addressed to the directors delivered to the delivery address or mailed by registered mail to the registered office of the Society.

If all the directors of a society have disclosed under 7.4 (c) a direct or indirect material interest, described in subsection (a) and (b), in a contract, transaction or matter:

- a) any or all the directors may, despite 7.4 (c), vote on a directors' resolution or consent to a consent resolution of directors in respect of the contract, transaction or matter; and,
- b) 7.4 (e) and (f) does not apply.

Despite 7.4(a) and (b), this section does not apply to a director of a society in respect of a contract, transaction or matter that relates to any of the following:

- a) payment to the director by the Society of remuneration for being a director or reimbursement to the director by the Society of the director's expenses as described in section 46 [*Remuneration and reimbursement of directors*] of the Act;
- b) indemnification of or payment to the director under Part 10 of these bylaws and section 64 (1), (2) or (4) [*Indemnification and payment of expenses*] of the Act; and,
- c) the purchase or maintenance of insurance, referred to in 10.8 and section 66 [*Insurance*], for the benefit of the director.

7.5 Validity of Contracts

The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in bylaw 6.4 have not occurred, the court may, on the application of the Society or an interested person, do any of the following:

- a) prohibit the Society from entering into the proposed contract or transaction;
- b) set aside the contract or transaction; or,
- c) make any order that it considers appropriate.

Part 8 – Senior Managers

8.1 Senior Manager

The 4-H BC Manager is the Senior Manager who:

- a) Subject to any restrictions or requirements in these bylaws, the directors of the Society may appoint one or more senior managers of the Society to exercise the directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.
- b) The appointment of a senior manager does not of itself create any contractual rights, and the removal of a senior manager is without prejudice to any contractual rights, or rights under law, of the senior manager.
- c) A person who is not qualified under 6.4 [*Persons qualified to be directors*] to be a director of a society is not qualified to be a senior manager of the Society.
- d) Unless the bylaws provide otherwise and subject to the Acts section 41 [*employment of directors*], a director of a society may be a senior manager of the Society.
 - i. The following Act provisions apply in relation to a senior manager of a society as if the senior manager were a director of the Society:
 1. section 47 (1) [*Validity of acts of directors*];
 2. section 53 [*Duties of directors*]; and,
 3. section 106 [*Relief in legal proceedings*].

8.2 Disclosure of Senior Manager's Interest

- a) This section applies to a senior manager of the Society who has a direct or indirect material interest in:
 - i. a contract or transaction, or a proposed contract or transaction, of the Society; or,
 - ii. a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with the senior manager's duty or interest as a senior manager of the Society.
- b) A senior manager to whom this section applies must:
 - i. disclose fully and promptly to the directors the nature and extent of the senior manager's interest; and,
 - ii. if the contract, transaction or matter referred to in 8.2 (a) is to be discussed at a directors' meeting at which the senior manager is present, they must leave the directors' meeting:
 1. when the contract, transaction or matter is discussed, unless asked by the directors to be present to provide information; and,
 2. when the directors vote on the contract, transaction or matter; and,
 - iii. refrain from any action intended to influence the discussion or vote.
- c) A disclosure under 8.2 (b) (i) must be evidenced in at least one of the following records:

- i. the minutes of a meeting of directors;
 - ii. a consent resolution of directors; or,
 - iii. a record addressed to the directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the President of the Society.
- d) The Acts Sections 57 [*Accountability*] and 58 [*Validity of contracts*] apply to a senior manager of a society as if the senior manager were a director of the society except that, in applying the Acts section 57, in addition to any other necessary changes, references in that section to section 56 are to be read as references to this section.”

Part 9 - Proceedings of the Board of Directors

9.1 Board of Director Meetings

- a) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- b) The Board must meet at least three times each year.
- c) Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then Robert's Rules of Order must be used.
- d) The President or any three directors may at any time call a Board of Directors meeting. Notice is sufficient if sent by ordinary mail addressed to the director at the director's home address, or by e-mail.
- e) The Board must at its first meeting following the AGM elect from amongst the directors a President and a Vice-President/Treasurer, who are the elected directors that form the Executive Committee.
- f) The Board may also appoint a Manager, and set the remuneration and other terms and conditions of employment of that person.
- g) The Manager may also be titled the chief executive officer or general manager, and is an appointed director.

9.2 Quorum

Quorum at a Board of Directors meeting is a majority of directors then in office, but not less than three.

9.3 Notice of Board of Directors Meeting

Meetings of the Board of Directors may be held at any time and place determined by the Board provided that two (2) days' notice of such meeting has been sent to each Director.

However, when a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

9.4 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

9.5 Motions

- a) Motions arising at meetings of the Board and committees must be decided by 2/3 majority of votes.
- b) A motion proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
- c) In the case of an equality of votes, the chair of a meeting of the Board does not have a second or casting vote and the motion is defeated.
- d) A motion in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.

9.6 Committees of the Board of Directors

- a) The Board may as it sees fit delegate any, but not all, of its powers to committees, provided that at least one director must be a member of each committee.
- b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board and must report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.
- c) The Board may appoint a chair for a committee, but if it does not do so the committee must elect a chair from amongst its members.
- d) A committee may meet and adjourn as directed by the Board, or as it thinks proper.

9.7 Participation by Electronic means

The Board may determine, at its discretion, to hold any meeting or meetings of the Board in whole or in part by electronic means, so as to allow some or all parties to participate in the meeting remotely.

9.8 Directors' Liability for Money or Other Property Distributed

- a) Directors of a society who:
 - i. vote for a resolution passed at a meeting of directors; or,
 - ii. consent to a consent resolution of directors;authorizing a distribution, contrary to this Act or the bylaws, of money or other property are jointly and severally liable to restore to the Society any money or other property that is so distributed and not otherwise recovered by the Society.
- b) The liability imposed under 8.8 a) is in addition to, and not in derogation of, any liability imposed on a director by any enactment or rule of law or equity.
- c) A legal proceeding to enforce a liability imposed by this section may not be commenced more than 2 years after the date of the applicable resolution.
- d) Without limiting any other rights a director has at law, a director who has satisfied a liability arising under this section is entitled to contribution from the other directors who voted for or consented to the resolution that gave rise to the liability.
- e) In a legal proceeding under this section, the court may, on the application of a society or a member or director of a society, do one or more of the following:
 - i. order a person to pay or deliver to the Society any money or other property the court considers was improperly distributed to that person;
 - ii. join a person as a party to the legal proceeding;
 - iii. make any other order the court considers appropriate.

9.9 Limitations on Liability

A director of a society is not liable under 8.8 and has complied with his or her duties under 7.2 if the director, reasonably and in good faith, relied on any of the following:

- a) financial statements of the Society represented to the director to fairly reflect the financial position of the Society:
 - i. by a director or senior manager responsible for the preparation of the financial statements; or,
 - ii. in a written report of the auditor of the Society;
- b) a written report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by that person;
- c) a statement of fact represented to the director by another director or a senior manager of the Society to be correct;
- d) any record, information, or representation the court considers provides reasonable grounds for the actions of the director, whether:
 - i. the record was forged, fraudulently made or inaccurate; or,
 - ii. the information or representation was fraudulently made or inaccurate.

9.10 Dissolution

In the event of the dissolution of the Society, all its remaining assets, after payment of liabilities, shall be distributed to the Canadian 4-H Society or one or more recognized charitable organizations in Canada. This provision was previously **unalterable**

Part 10 – Executive Roles

10.1 Dismissal of Elected Directors

The Board may, at any time, dismiss an elected director.

10.1 Composition of the Executive Committee

The Executive Committee is made up of the:

- a) President, Vice-President, the Manager, Past President and such other directors as may be appointed to it by the Board.
- b) The Executive Committee must:
 - i. manage or supervise the management of the affairs of the Society between Board meetings, subject to any limitations imposed by the Board;
 - ii. meet at least four times each year; and,
 - iii. report regularly to the Board.

10.2 The President Role

- a) must supervise the other officers in the execution of their duties;
- b) must chair all general meetings, Board meetings, and Executive Committee meetings;
- c) must oversee organizational operations if the Manager is unable to fulfill the Manager obligations or if the position is vacant for any period of time; and,
- d) has the powers and duties generally pertaining to the office of president, subject to any restrictions imposed by the Board.

10.3 The Vice-President/Treasurer Role

In the absence of the President, the Vice President must perform the duties of the President. The Vice-President is also the Treasurer for the Society. The Vice-President/Treasurer in addition to the minimum director qualifications as outlined in 6.4, will have knowledge and/or experience in bookkeeping or accounting. The

Vice-President/Treasurer will be responsible for making the necessary arrangements for:

- a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the Income Tax Act; and
- b) the rendering of financial statements to the Directors, Members and others, when required.

10.4 Secretarial Duties

A director, the Manager, or another person appointed by the Board must:

- a) conduct the correspondence of the Society;
- b) issue notices and keep minutes of meetings of the Society, the Board, and the Executive Committee;
- c) have custody of all records and documents of the Society, except as otherwise resolved by the Board;
- d) have custody of the common seal of the Society;
- e) maintain the register of members;
- f) keep the financial records, including books of account, necessary to comply with the Act; and,
- g) render financial statements to the Board, members, and others when required.

Part 11 - INDEMNIFICATION

11.1 Indemnification of an Eligible Party

Subject to 11.4 and the provisions of the Act, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Society:

- a) is or may be joined as a party to such legal proceeding or investigative action; or
- b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

11.2 Indemnification of an Eligible Party in a Subsidiary

Notwithstanding 11.1, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent they are liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Society, which position is equivalent to the position of an Eligible Party in the Society itself.

11.3 Advancement of Expenses

To the extent permitted by the Act and subject to 11.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of a written undertaking including amount to the Board by or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

11.4 Indemnification Prohibited

Notwithstanding 11.1 and 11.2, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

- a) has already been reimbursed for such expenses;

- b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that they ought to have done;
- c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or
- d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

11.5 Indemnification not Invalidated by Non-Compliance

The failure of an Eligible Party of the Society to comply with the provisions of the Act, or of the Constitution or these Bylaws, will not invalidate any indemnity to which they are entitled under this part.

11.6 Approval of Court

The Society will apply to the court for any approval of the court to the extent such approval is required by the Act or otherwise to ensure that the indemnities herein are effective and enforceable.

11.7 Indemnification Deemed Term

Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

11.8 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

Part 12-Finance

12.1 Borrowing or Issuance of Securities

- a) The Board may raise or secure the payment or repayment of money in the manner it decides, and, in particular but without limiting the foregoing, by the issue of debentures.
- b) No debenture can be issued unless it has been approved by a special resolution.
- c) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.

12.2 Investment of Society's Funds

The Society must invest its funds only in securities in which the investment managers are authorized to invest, commensurate with statutory restrictions that may be imposed by any government agency. The trust fund will be managed in a manner that will, within available market opportunities, provide a high level of income consistent with maximum capital security.

12.3 Banking

- a) All monies received by the Society must be deposited to an account in the name of the Society at a credit union, chartered bank, or trust company carrying on business in British Columbia.
- b) The signing officers must be appointed by resolution of the Board.
- c) All payments on behalf of the Society must be from its account and endorsed by at

least two signing officers.

12.4 Financial Statements

The directors of the Society must present the financial statements to the members at each annual general meeting

- a) The financial statements, may be inspected by a member, on 14 days' notice as outlined by the Act section 24 [*Inspection of records*]
- b) The documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

12.5 Financial Year

The financial year of the Society is January 1st – December 31st.

Part 13 - Seal

13.1 Seal Usage

The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

The seal must be kept at the registered office of the Society.

13.2 Seal Use

The common seal must be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution.

Part 14 - Auditor

14.1 When Audit is Required

This part applies only where the Society is required or has resolved to have an auditor.

14.2 Appointment of Auditor at Annual General Meeting

At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.

14.3 Removal of Auditor

An auditor may be removed by ordinary resolution.

14.4 Notice of Appointment or Removal

An auditor must be promptly informed in writing of appointment or removal.

14.5 Restrictions of who the auditor can be

No director and no employee of the Society can be auditor.

14.6 Participation in General Meetings

The auditor may attend general meetings.

14.7 Vacancy of Auditor

The Board must fill all vacancies in the office of auditor that occur between general meetings.

Dated this 28 day of January, 2024

4-H BC Provincial Council