



BY-LAWS
JUNE 2018

CERTIFICATE OF INCORPORATION NO. 9002

Schedule "A"

SOCIETIES ACT

CONSTITUTION

1. The Name of the Society Is

**BRITISH COLUMBIA OLD TIME FIDDLERS'
ASSOCIATION**

2. The objectives of the Society are:
- a. To encourage and promote the art of Old Time Fiddling and Violin playing in British Columbia:
 - b. To foster the formation of Branches of the Society throughout different areas of British Columbia:
 - c. To encourage, promote and assist Branches to hold local fiddling competitions and jamborees:
 - d. To encourage and promote interest in children under the age of eighteen (18) years in the art of fiddling and violin playing:
 - e. To promote and oversee annual provincial championship fiddling competitions in the Province of British Columbia, at such time and place as the Directors of the Society shall direct.

By-Laws of the
British Columbia
Old Time Fiddlers'
Association

As amended by
special Resolutions
passed by 75
percent vote at the
Annual General
Meeting of the
Association held in
Kelowna, BC on
3rd day of June
2018,
in Abbotsford, BC
on
15th day of August
1999,
In Vernon, BC on
18th day of August
1991.

Index

- ❖ **Part 1 – Definitions**
Page 4
- ❖ **Part 2 – Membership**
Page 5 - 6
- ❖ **Part 3 – Meetings of Members**
Page 6 - 7
- ❖ **Part 4 - Proceedings at Meetings**
Page 7 - 8
- ❖ **Part 5 - Directors and Officers**
Page 8 - 9
- ❖ **Part 6 – Proceedings of Directors**
Page 9 - 10
- ❖ **Part 7 – Seal**
Page 10
- ❖ **Part 8 – Borrowing**
Page 10
- ❖ **Part 9 – Dissolution of a Branch of the
Society** Page 11
- ❖ **Part 10 - Dissolution of the Society**
Page 11
- ❖ **Part 11 – Review of Financial Records**
Page 11
- ❖ **Part 12 – By Laws**
Page 11 - 12
- ❖ **Part 13 – Inspection of Books and Records**
Page 12
- ❖ **Part 14 – Records to be Kept**
Page 12

Part 1 – Definitions

1.01 (1) In these Bylaws, unless the context otherwise requires,

- (a) “Director(s)” means the director(s) of the Society for the time being;
 - (b) “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force, and all the amendments to it;
 - (c) “Society” means the British Columbia Old Time Fiddlers’ Association as registered under the Societies Act; i.e. the Society as a whole and all of its respective Branches;
 - (d) “Branch” means any of the several Branches of the Society approved and duly established throughout the Province of British Columbia;
 - (e) “Registered address” means the address of a member as recorded on the register of members maintained by the Branch through which current membership is received;
 - (f) A “Motion” is a proposal that the assembly take certain action; a “Resolution” is an expression of the opinion, will, or intent of the assembly, is usually presented in writing and, after discussion by members present at the assembly, must be accepted or rejected by a motion voted on by those present at the assembly.
- (2) The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

Part 2 – Membership

2.01 (1) The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these Bylaws and, in either case, have not ceased to be members.

(2) Provincial Directors of the Society may, by resolution passed by a majority of the Provincial Directors then in office, establish and register one or more Branches throughout the Province of British Columbia, such Branches to exercise powers not exceeding those of the Society, and not in any way judged to be in conflict with these Bylaws.

2.02 A person who is an Old Time Fiddler or Violin player, or any person interested in promoting or encouraging interest in Fiddling or Old Time music or violin playing, may apply to the Directors of any approved and established Branch of the Society for membership in the Society. Upon approval by the Branch Directors receiving the applications, membership shall be granted, subject to the payment of the annual dues in force at the time. Only when such dues have been paid in full will that person become a member in good standing and qualified to participate in the conduct of business of the Society.

2.03 Every member thus accepted shall uphold the Constitution of the Society, comply with these Bylaws, and generally support the aims, purposes and programs within their respective Branches and the Society as a whole.

2.04 (1) The amount of the first annual dues shall be determined by the Branch Directors and any changes thereafter shall be determined by majority vote at the Annual General Meeting. Annual dues are paid by each member to the Branch through which he or she is granted membership. Each Branch must forward its per capita dues to the Provincial Secretary Treasurer no later than the 1st of February each year, the amount being determined by the number of Ordinary and Life members in that Branch as of December 31st past. Payment is to be accompanied by a current register of members as defined in 14.01 (1) (d).

(2) The Branch Directors shall notify in writing members in default of the dues or fees payable by them; and that until such dues or fees are paid in full, the member, not being in good standing, may not participate in the conduct of business of the Society.

(3) If such dues or fees are not paid within 60 days of the date of such notice, the person in default shall automatically cease to be a member of the Society, but upon payment of all such dues in default that person may be reinstated as a member in good standing by a majority vote of the Branch Directors.

2.05 A person shall cease to be a member of the Society –

- (a) by delivering his resignation in writing to the Secretary of the Branch, or by sending a notice by mail, or
- (b) upon his decease, or
- (c) upon being expelled, or
- (d) upon having failed to pay to the Society any dues or fees as per Bylaw 2.04.

2.06 (1) A member may have his good standing membership suspended for a specific term, or be expelled from membership, by means of a special resolution presented by other members to the branch membership and passed by a 60% majority of voters at a general meeting, and following the procedure outlined in this Bylaw.

(2) Paragraph (1) of Bylaw 2.06 (above) notwithstanding, the Provincial Directors of the Society maintain the right to veto the presentation of any such special resolution for suspension or expulsion after having examined the circumstances surrounding the proposed special resolution.

(3) A notice of intention to present a special resolution for suspension or expulsion shall be delivered to the Branch Directors where the membership is held, such notice to be in writing and accompanied by a statement naming the member who is the subject of the resolution and outlining the reasons for the proposed suspension or expulsion. The Branch Directors, after investigating the circumstances and content of the notice of intention, shall either reject it outright and so notify the person(s) proposing the special resolution, or forward a copy of all their documentation on the matter to the Provincial Directors, along with their recommendations concerning the matter, for further investigation and action as the Provincial Directors see fit.

(4) Only if and when the Provincial Directors give written approval to do so may the Branch Directors allow the presentation of the special resolution to proceed and be dealt with by the Branch membership.

(5) The person who is the subject of such proposed special resolution for suspension or expulsion shall be given all reasonable advance notice by the Branch Directors that the resolution will be presented, and shall

be given every opportunity to be heard at the General Meeting before a motion to support or reject the special resolution is put to a vote.

- (6) In the event that the proposed special resolution is,
 - (a) rejected outright by Branch Directors, or
 - (b) vetoed by the Provincial Directors of the Society, or
 - (c) defeated by vote of members when presented at a Branch General Meeting,

The appropriate Branch President shall inform in writing the person who is the subject of the special resolution and the person(s) who gave notice of intent to present it.

- (7) A statement only of the fact that such a resolution was proposed or presented, as the case may be, with no mention of the name of the person who is the subject of the proposed resolution shall appear in the minutes of any meeting dealing with the matter.

(Example: A notice of intent to present a special resolution for the expulsion of a member of Branch XX was rejected by the applicable Board of Directors.)

- (8) In the event that the proposed special resolution is upheld and approved in each stage of the process and subsequently passed by a 60% majority of votes cast by members at the Branch meeting, the Branch President shall notify in writing forthwith the member who is the subject of such resolution, stating clearly effective dates of the action taken.

2.07 Four classes of membership shall be allowed in the Society, namely, Ordinary membership, Honorary membership, Life membership, and Junior membership

- (a) Ordinary members in good standing shall be entitled to one vote per member on all matters dealt with at all general meetings of the Society or the Branch through which their membership is granted, and they shall be required to pay annual dues in accordance with these Bylaws.
 - (b) Junior members shall be under the age of 19. They shall not be required to pay annual dues providing a parent or sponsor is a member in good standing of the Society. Those Junior members who are under the age of 15, would not have the right to vote on matters of the Society.
 - (c) Society Directors may bestow Honorary Membership to a person, not being an Ordinary Member or Life Member, who is considered by the Society Directors to have given generous and valued service to the Society, or by Branch Directors if such service was to the Branch only and in which case it will be restricted to the bestowing Branch and not transferable. It does not carry with the right to vote on matters of the Society business. Honorary members will, however, be entitled to notice of meetings of the Branch or Society but shall not be required to pay annual dues.
 - (d) Ordinary Life Membership may be awarded by majority vote of the Provincial Directors then in office to any member of the Society deemed by them to have rendered long and meritorious service to the Society. Such Life Member shall not be required to pay annual dues or fees from the year of his appointment onward, but shall have all the privileges of Ordinary Membership, including the right to vote on all matters of business brought before members at all general meetings, and shall carry that membership into any Branch to which he may transfer.
 - (e) Branch Directors shall also have like authority to appoint members to be Life Members within their Branch, such membership to carry the same privileges as contained in paragraph (c), Bylaw 2.07, except that the Branch must pay that member's annual dues to the Society, and the Life Membership is not transferable to any other Branch of the Society.
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Part 3 – Meetings of Members

3.01 General meetings of the Society shall be held at such time and place, in accordance with these Bylaws and the Societies Act, as the Directors then in office, shall decide.

3.02 The Directors will call Annual General Meetings so that an Annual General Meeting is held in each calendar year.

3.03 The Directors may convene additional meetings throughout the year, to be known as General meetings, whenever they consider there is business of sufficient import as to be dealt with by the membership in general, rather than the Directors. This should not, however, be construed as in any way

diminishing either the authority or responsibility of the Directors to make and implement decisions ordinarily involved in the day-to-day management of the affairs of the Society.

3.04 (1) A minimum 30 days notice, and more under ordinary circumstances, must be given by the Provincial Directors to all Branches, by whatever means is most suitable to the occasion, of a General or Annual General Meeting, specifying place, date and hour of the meeting and outlining the main agenda items.

(2) Accidental omission to give sufficient notice of the meeting, or the non-receipt of a given notice by any Branch or person entitled to receive such notice, does not invalidate proceedings at that meeting.

(3) Failure to include any item in the general outline of agenda for that meeting, for whatever reason, does not preclude that item from being dealt with at that meeting.

(4) The Directors of each Branch are responsible for notifying their members of the Society's notice of meeting.

(5) A minimum 30 days notice, and more under ordinary circumstances, should also be given by the Branch Directors to all Branch members, by whatever means is most suitable to the occasion, of a General or Annual General Meeting, specifying place, date and hour of the meeting and outlining the main agenda items.

Part 4 – Proceedings at Meetings

4.01 The following items of business must be dealt with at the Annual General Meeting, and usually in this order;

(1) Adoption of the minutes of the previous meeting, such minutes not having been already adopted,

(2) The Reviewer's Report,

(3) Consideration of the Treasurer's Financial Statements and Financial Reports,

(4) Reports of all Standing Committees, and of ad hoc committees required to report at that time,

(5) Report from the Directors as presented by the President or his appointee.

(6) Any items of business having been previously tabled to be dealt with at this time,

(7) The election of Officers and Directors,

(8) The adoption of Rules of Order (if any),

(9) Such other items of business as, under these Bylaws, ought to be transacted at an Annual General Meeting, or business considered by the Chairman as appropriately urgent.

4.02 (1) No business, other than the election of a Chairman pro term and the adjournment or termination of the meeting, shall be conducted at a meeting of the Society at a time when a quorum is not present.

(2) If at any time during the meeting of the Society there ceases to be a quorum present, business then in progress shall be suspended until a quorum is present or until the meeting is adjourned or terminated.

(3) A quorum is not less than 50 % of or 15 current members of the Society or any of its Branches respectively.

(4) See 4.11(4) with respect to participating in a meeting by telephone or other communications medium.

4.03 If within 30 minutes from the time appointed for an Annual General Meeting or a General Meeting a quorum is not present, the meeting shall be adjourned to a time when, in the judgement of the majority of those present, a quorum will be present; and if at the adjourned meeting a quorum is not present, the meeting shall be terminated.

4.04 Subject to Bylaw 4.05, the President of the Society, or the Vice-President, or in the absence of both, one of the other Directors shall preside as Chairman of an Annual General Meeting or a General Meeting.

4.05 If at an Annual General Meeting or a General Meeting

(a) there is in attendance no President, Vice-President or other Director within 30 minutes after the time appointed for holding the meeting,

Or

(b) the President and all other Directors present are unwilling to act as Chairman, the members present shall choose one of their number to act as Chairman of that meeting.

- 4.06 (1) An Annual General Meeting or a General Meeting may be adjourned from time to time and from place to place by a motion passed by a majority of members present at the meeting, but no business shall be transacted other than the business left unfinished at the meeting from which the adjournment took place.
- (2) Where a meeting is adjourned for a period of ten days or more, notice of reconvention of the meeting shall be given as in the case of the original meeting.
- (3) 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 meeting.
- 4.07 Motions or resolutions proposed at meetings must be seconded before being placed for debate and vote, and the Chairman of a meeting may not move or propose a motion or resolution.
- 4.08 In the event of an equality of votes on a resolution or motion the Chairman shall **NOT** have a casting or deciding second vote in addition to the vote to which he was entitled as a member, and the proposed motion shall not pass.
- 4.09 An Ordinary Member in good standing, or a Life Member of the Society present at a meeting of the members, is entitled to one vote on each motion or resolution presented.
- 4.10 Voting is by show of hands or by secret ballot, at the discretion of the Chairman unless otherwise stated in these Bylaws.
- 4.11 (1) Voting by proxy is not permitted.
- (2) Members will be allowed to vote by telephone or other electronic means, provided that all persons participating in the meeting, whether by telephone, or by other communications medium or in person, are able to communicate with each other.
- (3) Subsection (2) does not obligate a society to take any action to facilitate the use of any communications medium at a general meeting.
- (4) Those members who attend the full meeting by electronic means will count towards the Quorum.
- 4.12 The Society does not accept applications for corporate membership as such. This does not, however, preclude any officer or representative of any corporation from being granted, in the usual manner, individual membership in the Society.

Part 5 – Directors and Officers

- 5.01 (1) The Directors of the Society may exercise all such powers and do all such acts as the Society may exercise and do, and which are not by these By Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject nevertheless to the provisions of
- (a) all laws affecting the Society
- (b) these Bylaws, and
- (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
- (2) No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.02 (1) The Society shall elect by secret ballot at each Annual General Meeting a Board of Directors consisting of a President, Vice-President, and Secretary-Treasurer, and six other Directors, all of whom are members in good standing of the Society. The President, Vice-President and Secretary-Treasurer shall be elected for terms of one year, while the Directors shall be elected to terms of two years, provided that their terms are arranged so that three expire each year. Any officer or director may be re-elected when his term has expired.
- 5.02(1) (a) Exceptions to 5.02 (1) must be approved upon written request to the Provincial Directors.
- (2) The Directors shall have all necessary power to conduct and transact all business of the Society and enforce all provisions of its Constitution and Bylaws, and shall be responsible to fill by appointment any and all such vacancies which may occur during the year, such appointees to serve in that capacity until the next Annual General Meeting.
- (3) The **President** shall preside at all business meetings of the Society and of the Directors, and shall appoint, with the advice of the members of the Board, any standing or ad hoc committees, of which he shall

be ex officio a member, assign their mandates and generally oversee their work. In addition he shall perform all other duties ordinarily devolving upon the Office of President.

(4) The **Vice-President** shall be responsible for assuming all the responsibilities of the President in his absence and performing all other duties ordinarily devolving upon the Office of the Vice-President. In the event that the Office of the President should, throughout the year, become vacant for any reason, the Vice-President shall complete the term as President, and the Directors shall appoint one of their number to complete the term as Vice-President.

(5) The **Secretary-Treasurer** shall

- (a) conduct the correspondence of the Society,
- (b) issue notices of Meetings of the Society and Board of Directors,
- (c) take and maintain Minutes of all Meetings of the Society and Board of Directors,
- (d) have custody of all documents and records of the Society,
- (e) keep and maintain financial records, including books of account, and in general be custodian of all funds and assets of the Society,
- (f) render financial statements and reports to the Board of Directors and members of the Society as required, and shall be authorized to pay out of funds amounts approved by the Directors or indicated by vouchers signed by the President or Vice-President.

5.03 **All Directors** shall assist and support the President and other Officers of the Society in the day-to-day management of the Society's affairs by participating fully in proceedings of General Meetings and Meetings of Directors, serving on standing or ad hoc committees and performing such other duties as ordinarily devolve upon the Office of Director.

5.04 (1) Separate elections shall be held for each office to be filled.

(2) An election may be by acclamation, otherwise it shall be by secret ballot.

(3) If no successor is elected the person previously elected or appointed to the position of note continues to hold office for another term.

(4) No person may be elected unless they are present and do not refuse, or if not present they have provided consent in writing.

5.05 No act or proceeding of the Directors is invalid only by reason there being less than the prescribed number of Directors in office at the time of the act or proceeding.

5.06 Members may, by special resolution and for just cause, remove a Director or Officer from office before the expiration of his term. Removal from office by this means, however, will not remove the subject person from membership in the Society.

5.07 No Director or Officer shall be remunerated for being or acting as a Director or Officer, but shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in affairs of the Society.

(1) For exceptions to 5.02(1) and 6.01(2) written request must be made to the Provincial Directors.

Part 6 – Proceedings of Directors

6.01(1) The Directors of the Society may meet together at such times and places as they see fit in order to efficiently dispatch the business at hand, and may generally regulate their meeting and proceedings in conformity with these Bylaws.

(2) For purposes of Directors meetings, a quorum will be not less than five Directors present.

(3) The President shall be Chairman of all meetings of the Directors, or the Vice-President in his absence, but if neither are present another may be chosen by those present to act as Chairman pro tem.

(4) A Director may request the Secretary at any time to convene a Meeting of the Directors. Should the request be from two or more Directors, the Meeting must be convened.

6.02(1) The Directors may delegate any, but not all, of their powers to a duly constituted committee consisting of at least one Director and existing for a specified period of time.

2) A committee so formed shall, in the exercise of the powers so delegated, conform to any and all rules that may from time to time be imposed on it by the Directors, and shall report every act or thing

done in the exercise of those powers to the earliest meeting of the Directors held after it has been done.

6.03 A committee formed by the President or Directors shall elect a Chairman of its meetings; but if no Chairman is elected, or if at any meeting the Chairman is not present within 30 minutes of the time appointed for the meeting, the members present shall choose one of their number to act as Chairman pro tem.

6.04 Members of a committee may meet and adjourn as they think proper.

6.05 For the first meeting of Directors held immediately following the election or appointment of a Director or Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s) for the meeting to be duly constituted, provided a quorum is present.

6.06 A Director who may be absent temporarily from the Province of British Columbia may send or deliver to the address of the Secretary a waiver of notice in writing of any meeting of the Directors and may, at any time, withdraw the waiver; and until the waiver is withdrawn

(a) no notice of meetings shall be sent to that Director, and

(b) any and all Meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of Directors is present, be valid and effective.

6.07 (1) Questions arising at any Meeting of the Directors or a Committee of Directors shall be decided by majority vote of those present at the Meeting.

(2) In the event of an equality of votes the Chairman does not have a second or casting vote.

6.08 All resolutions or motions proposed at a Meeting of Directors or a Committee of Directors must be seconded and the Chairman may move or propose a resolution or motion.

6.09 A resolution in writing, signed by all the Directors and placed with the Minutes of a Directors Meeting is as valid and effective as if regularly passed at a Meeting of the Directors.

Part 7 – Seal

7.01 The Directors may provide a common seal for the Society and they shall have power from time to time to destroy and replace the seal.

7.02 The common seal shall be affixed only when authorized by a resolution of Directors and then only in the presence of the person prescribed to do so in the resolution, or if no person is prescribed, in the presence of both the Secretary and President.

Part 8 – Borrowing

8.01 In order to carry out the purposes of the Society the Directors may, only by special resolution passed by 75 percent vote at a General Meeting, on behalf of and in the name of the Society, raise and secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

8.02 The members of the society may, by special resolution passed by majority vote at a General Meeting, restrict the borrowing powers of the Directors, but a restriction so imposed shall expire at the next Annual General Meeting.

Part 9 – Dissolution of a Branch of the Society

9.01 Upon the intended winding up or dissolution of any Branch of the Society, for whatever reason, the assets remaining after payment of all legal debts and liabilities shall be turned over to the Directors of the Society (i.e. The Provincial Association) who shall assume full responsibility for the use and disbursement of these assets, giving strong consideration to the wishes of the dissolving Branch and meeting with all legal and moral obligations.

9.02 Any Branch deemed to be in violation of Bylaw 2.03 or in any way bringing disrepute to the Society may be, after a majority vote of members present at a general meeting of the Society, censured, suspended or expelled from membership in the Society. If such action is taken the Directors of the Society shall ensure that all proper and legal steps have been taken to de-register the Branch cited.

9.03 Bylaw 9.02 above notwithstanding, the Directors of the Society shall, before taking any such action, ensure that the Directors of the Branch, and the membership, receive a fair and courteous hearing for the purpose of resolving and correcting the offending situation.

Part 10 – Dissolution of the Society

10.01 Upon winding up or dissolution of the British Columbia Old Time Fiddlers' Association (the Society), for whatever reason, the assets remaining after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the Province of British Columbia. This provision was previously unalterable.

Part 11 – Review of Financial Records

11.01 The Directors shall appoint, within 90 days of the holding of the Annual General Meeting, a reviewer, being a person knowledgeable in financial reporting, to hold office until the reviewer's report is accepted at the following Annual General Meeting.

11.02 A reviewer may be removed by a Directors resolution passed by majority vote at a Meeting of Directors.

11.03 A reviewer shall be informed forthwith in writing of their appointment or removal.

11.04 No Director or Officer or employee, nor any immediate family member of same, of the Society shall be appointed to act as a reviewer of the Society.

11.05 The reviewer may attend General Meetings of the Society, and shall be given notice of such Meetings.

Part 12 – By Laws

12.01 Upon being admitted to membership in the Society, a new member is entitled to and may receive from the Branch where his membership is granted a copy of the Constitution and Bylaws of the Society, the cost of providing such to be borne by that Branch.

12.02 These Bylaws may not be altered or added to except by special resolution passed by a 75 percent majority vote of members voting on the special resolution at a General Meeting of the Society.

12.03 A special resolution for amending by any means any part of these Bylaws may be presented by a member in good standing using the following procedure.

(a) Signed notice in writing shall be given to the Society President of the intent to present a special resolution for that purpose, stating the exact wording of the proposed amendment.

(b) The President shall inform all Branches of this intent in writing, provide a copy of the proposed amendment for advance consideration by members, and stating the date, place and time of the General Meeting at which this resolution will be presented.

(c) At the above noted General Meeting the special resolution will be presented by the initiator of the resolution in the usual manner, debated and put to vote. The amendment(s) proposed in that special resolution shall then stand only if it received the support of 75 percent or more of the ballots cast in that vote; otherwise it will be defeated and the Bylaws will not be altered.

12.04 The intended purpose of these Bylaws is to facilitate, rather than restrict Officers of the Society in managing the affairs and conducting meetings of the Society. All points of order and procedure not prescribed in these Bylaws should be decided by a Directors' resolution supported by majority vote of Directors present at the Meeting, and in the absence of such resolution Robert's Rules of Order shall apply.

12.05 Each Branch duly approved and constituted by the Society shall have, and is encouraged to utilize, the right to adopt its own By Laws for the management of the affairs of that Branch, provided that no By Law of any Branch may over-ride or in any way conflict with any By Law of the Society.

12.06 Branches exercising the right granted through By Law 12.05 must, before submitting its proposed By Laws to their membership for adoption, seek approval of the proposed By Laws, and any subsequent amendments proposed, from the Provincial Directors.

12.07 Each duly established Branch may place a surcharge on the annual dues payable by each member to the Society, the amount to be determined by and retained within the Branch, and the Provincial Society shall have no control or jurisdiction over these or any other funds constitutionally retained by the Branch.

Part 13 – Inspection of Books and Records

13.01 The Provincial Directors of the Society shall determine from time to time whether, and to what extent, at what times and place, and under what circumstances, conditions and regulations the accounts and books of the Society, or any of its records, shall be open to inspection by persons other than Directors; except as conferred by the current Societies Act or authorized by the Directors, or a resolution of members.

Part 14 – Records to be Kept

14.01 (1) A society must keep the following records:

the minutes of each meeting of members, including the text of each resolution passed at the meeting; a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in 14.02 (a), 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;

the financial statements of the society, and the reviewer's report on those financial statements.

The Society's register of members organized by different classes and including contact information.

(2) In addition to the records described in subsection 14.01 (1), a society must keep the following records:

(a) the minutes of each meeting of directors, including (i) a list of all of 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 financial years, including a record of each transaction materially affecting the financial position of the society.