

SOCIETIES ACT

CONSTITUTION

1. The name of the society is: Forestry Works for BC Society (the “**Society**”).
2. The purpose of the Society is to advocate for and promote British Columbia’s forest sector, including through:
 - a. championing British Columbia’s forest sector as a foundational natural resource industry to the environmental, economic and social success of British Columbia;
 - b. advocating for the benefits that British Columbia’s forest sector provides to all British Columbians;
 - c. engaging with communities and decision-makers to raise awareness about the challenges and opportunities faced by British Columbia’s forest sector;
 - d. promoting and fostering relationships with other organizations; and
 - e. doing such other things as are incidental and ancillary to attaining the foregoing purpose.

**BYLAWS
OF
FORESTRY WORKS FOR BC SOCIETY
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BYLAWS
OF
FORESTRY WORKS FOR BC SOCIETY
(the "Society")

1. PART 1 – MEMBERS

1.1 Application for membership

Subject to these Bylaws, a person or organization may apply to the Board for membership in the Society by completing such application form as may be approved by the Board from time to time. Upon acceptance by the Board, in its discretion, of any such application, that person or organization will be a member.

1.2 Classes of membership

The Society will have two classes of membership: Voting Members and Non-Voting Members.

1.3 Voting Members

- (a) The voting members of the Society will be comprised of members that are organizations and natural persons that:
 - (i) are nineteen (19) years of age or older if they are a natural person;
 - (ii) are accepted as members by the Board, pursuant to section 1.1; and
 - (iii) pay the amount of annual membership dues, if any, as determined by the Board pursuant to section 1.6,(each, a “**Voting Member**”, and collectively, the “**Voting Members**”).
- (b) Subject to section 1.8, each Voting Member will be entitled to attend, and to cast one (1) vote on any resolution of the Voting Members, at any general meeting of the Society.
- (c) Any amendment to this section 1.3 must be approved by special resolution.

1.4 Non-Voting Members

- (a) The non-voting members of the Society will be comprised of members that are natural persons that:
 - (i) are nineteen (19) years of age or older;
 - (ii) are accepted as members by the Board, pursuant to section 1.1; and
 - (iii) pay the amount of annual membership dues, if any, as determined by the Board pursuant to section 1.6,

(each, a “**Non-Voting Member**”, and collectively, the “**Non-Voting Members**”).

- (b) The Non-Voting Members will be entitled to attend, but will not be entitled to vote on any resolution, at any general meeting of the Society.
- (c) Any amendment to this section 1.4 must be approved by special resolution.

1.5 Duties of members

- (a) Every Voting Member and Non-Voting Member must:
 - (i) uphold the constitution of the Society;
 - (ii) comply with these Bylaws; and
 - (iii) provide to the Society, by delivering to the Society’s registered address, contact information for such member, that includes:
 - A. the mailing address of the member’s residence, or the mailing address for an office which is the principal place of business at which the member can usually be contacted during regular business hours; and
 - B. the email address of the member,
 for the purposes of receiving notices from the Society.

1.6 Amount of membership dues

The amount of the annual membership dues, if any, must be determined by the Board.

1.7 Member not in good standing

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

1.8 Voting 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;
- (b) is deemed not to be a Voting Member for the purpose of consenting to a resolution of the Voting Members; and
- (c) may not be counted for the purpose of quorum at a general meeting.

1.9 Termination of membership

- (a) The Board may terminate a member’s membership if:
 - (i) a member's membership in the Society is not in good standing for ninety (90) consecutive days; or

- (ii) the Board decides to terminate a member's membership, including in an instance where a member is acting contrary to the purpose of the Society as set out in the constitution of the Society.
- (b) Before terminating a member's membership pursuant to section 1.9(a), the Board will:
 - (i) provide the member with written notice, delivered to the member's address as provided pursuant to section 1.5(a)(iii), that the member's membership will be terminated twenty (20) days following receipt of the written notice, and the reasons for termination;
 - (ii) allow the member to reply to the Society, within fifteen (15) days of receipt of the written notice; and
 - (iii) consider the member's reply before terminating the member's membership.

2. PART 2 – GENERAL MEETINGS OF MEMBERS

2.1 Time and place of general meeting

A general meeting must be held at least once per calendar year (not more than fifteen (15) months after the previous general meeting) and, if applicable, at a place the Board determines, including electronically in accordance with section 2.6.

2.2 Ordinary business at general meeting

At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented at the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any; and
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

2.3 Notice of special business

Written notice of a general meeting must be sent to every member of the Society at least fourteen (14), but no more than sixty (60), days before the meeting, and must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

2.4 Chair of general meeting

The chair of the Board is entitled to preside as the chair of a general meeting, unless the Board determines otherwise.

2.5 Alternate chair of general meeting

If the individual chosen to preside as the chair of a general meeting pursuant to section 2.4 is unable to preside as the chair of such general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual in attendance at the meeting to preside as the chair.

2.6 Electronic participation in general meetings

- (a) The directors may decide, in their discretion, to hold any general meeting in whole or in part by electronic means.
- (b) When a general meeting is to be conducted using electronic means, the directors 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.
- (c) Persons who participate by electronic means are deemed to be present at the general meeting.

2.7 Quorum required

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of Voting Members is in attendance.

2.8 Quorum for general meetings

The quorum for the transaction of business at a general meeting is three (3) Voting Members who are in good standing, or 10% of the Voting Members who are in good standing, whichever is greater.

2.9 Lack of quorum at commencement of meeting

If, within thirty (30) minutes from the time set for holding a general meeting, a quorum of Voting Members is not in attendance:

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

2.10 If quorum ceases to be in attendance

If, at any time during a general meeting, there ceases to be a quorum of Voting Members in attendance, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

2.11 Adjournments by chair

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

2.12 Notice of continuation of adjourned general meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

2.13 Order of business at general meeting

The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting;
 - (iii) elect or appoint directors; and
 - (iv) appoint an auditor, if any,
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) terminate the meeting.

2.14 Resolutions

A resolution proposed at a general meeting does not need to be seconded, and the chair of a meeting may move or propose a resolution.

2.15 Methods of voting

At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Voting Members.

2.16 Announcement of result

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

2.17 Proxy voting permitted

A Voting Member may vote by proxy at a general meeting.

2.18 Matters decided at general meeting by ordinary resolution

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

3. PART 3 – DIRECTORS

3.1 Powers of directors

The directors have the exclusive authority to manage, or supervise the management of, the activities and internal affairs of the Society and may administer the affairs of the Society in all things and make or cause to be made for and on behalf of the Society, in its name, any kind of contract (including any lease) which the Society may lawfully make or enter into and may exercise all the powers of the Society and do all such acts and things as the Society may exercise and do, and that are not by these Bylaws or by statute lawfully directed or required to be exercised or done by the Voting Members of the Society in a general meeting.

3.2 Liability

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

3.3 Requirements of directors

- (a) Only individuals who are members of the Society are eligible for nomination, election, or appointment as a director.
- (b) Despite subsection 3.3(a), an individual is ineligible for nomination, election, or appointment as a director if the individual is not qualified to be a director of a society pursuant to the Act, or is an ineligible individual pursuant to the Income Tax Act.

3.4 Number of directors on Board

The Society must have no fewer than three (3) and no more than eleven (11) directors, at least one of whom must be ordinarily resident in British Columbia.

3.5 Election or appointment of directors

- (a) At every annual general meeting, the Voting Members must elect such number of directors as is necessary to maintain the composition of the directors as specified in section 3.4.
- (b) Directors will take office at the conclusion of the general meeting at which they are elected.

3.6 Failure to elect directors

- (a) If the Society fails to hold an annual general meeting in accordance with the Act, or the Society or the Voting Members fail, at an annual general meeting, to elect or appoint any directors, each director then in office will continue to hold office until the earlier of:
 - (i) the time at which his or her successor is elected or appointed; or
 - (ii) the date on which he or she otherwise ceases to hold office under the Act or these Bylaws.
- (b) An act or proceeding of the directors or of the Society is not invalid merely because fewer than the required number of directors have been designated, elected or appointed, or because the requirements of the Act regarding the number of directors.

3.7 Directors may fill casual vacancy on Board

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

3.8 Termination of office

An individual will immediately cease to be a director:

- (a) upon the date which is the later of:
 - (i) the date of delivering his or her resignation in writing to the address of the Society; and
 - (ii) the effective date of the resignation stated therein,
- (b) upon the date such individual is no longer qualified pursuant to section 3.3;
- (c) upon his or her removal in accordance with section 3.9; or
- (d) upon his or her death.

3.9 Removal of directors

- (a) The Voting Members may, by special resolution, remove a director and may, by ordinary resolution, elect or appoint any individual as a director for the balance of the term of the removed director, provided that the composition of the directors remains in accordance with section 3.4.
- (b) Notice of a general meeting at which a special resolution for removal of a director is proposed to be passed will contain or be accompanied by a brief statement of the reasons for the proposed removal and a copy of the notice and such statement will be given to the director proposed to be removed.
- (c) The director who is the subject of the proposed resolution for removal will be given an opportunity to be heard at the meeting before the special resolution is put to a vote.
- (d) Nothing in this section will affect the right or ability of the Voting Members to pass a special resolution to remove a director by a resolution consented to in writing by all of the Voting Members.

4. PART 4 – DIRECTORS' MEETINGS

4.1 Calling directors' meeting

A directors' meeting may be called by the chair of the Board, or by any two (2) other directors.

4.2 Notice of directors' meeting

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

4.3 Notice not required

It is not necessary to give notice of a meeting of directors to a director if:

- (a) the meeting is held immediately following a general meeting at which that director was elected or if the meeting is the meeting of directors at which that director is appointed; or
- (b) the director waives notice of the meeting.

4.4 Waiver of notice

- (a) Any director may provide or send to the Society a document signed by the director waiving notice of any past, present or future meeting of the directors (and of any committees of the directors of which the director is a member), either with respect to one or more specified meetings, or meetings which may be held within a specified time period, and may, at any time, withdraw any waiver previously given with respect to meetings held after that withdrawal, by document signed by the directors and provided or sent to the Society. For greater certainty, a waiver of notice with respect to any meeting of directors (or a committee of directors) may be given or provided to the Society before or after the calling or holding of such meeting.

- (b) If a director provides or sends to the Society a waiver of notice with respect to any meeting as contemplated in section 4.4(a) (including a meeting that may have been held before the director provides or sends the waiver) unless the director in such waiver otherwise may require, no notice of any meeting in respect of which the director has provided such waiver need to be sent or given to the director unless and until such waiver is withdrawn prior to the date of holding any meeting in respect of which the director may withdraw such waiver and any such meeting may be held without notice being given to the director and such meeting, and any action or proceeding taken at such meeting, will not be invalidated because of any failure or omission to give notice to, or the non-receipt of any notice by, that director.
- (c) Attendance of a director at a meeting of directors (or of any committee of directors) will constitute a waiver of notice of the meeting unless the director attends the meeting for the purpose of objecting to the transaction of any business on the grounds that the meeting has not lawfully been convened.

4.5 Proceedings valid despite omission to give notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

4.6 Conduct of directors' meetings

The directors may regulate their meetings and proceedings as they think fit.

4.7 Quorum of directors

The quorum for the transaction of business at a directors' meeting is a majority of the directors. A director that has an interest in a contract or transaction to be considered at a meeting of the directors or any committee thereof will be counted in the quorum at the meeting notwithstanding such director's interest, whether or not the director votes on any or all of the resolutions of the directors or matters considered at the meeting. Any member will be permitted to attend a directors meeting upon his or her request to the directors, subject to the directors' discretion to deny such a request if, in the reasonable opinion of the directors, approving a members' request to attend a directors' meeting would not be in the best interests of the Society.

4.8 Electronic participation in directors' meetings

- (a) A director who is entitled to participate in, including vote at, a meeting of directors or of a committee of directors may participate:
 - (i) in person; or
 - (ii) by telephone or other communications medium if all directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.
- (b) A director who participates in a meeting in a manner contemplated by this section is deemed to be present at the meeting.

4.9 Voting

- (a) Unless these Bylaws specify otherwise, at all meetings of directors and committees appointed pursuant to section 6.1, every question will be decided by a majority of votes cast on the question.
- (b) In the case of an equality of votes, the chair of the meeting will not have a second or casting vote.
- (c) A resolution proposed at a meeting of directors or committee need not be seconded, and the chair of a meeting may move or propose a resolution.
- (d) A resolution of the directors or of any committee of directors:
 - (i) may be passed without a meeting, or whether or not a meeting has been held:
 - A. in all cases if each director entitled to vote on the resolution signs or consents to it in writing; or
 - B. in the case of a resolution to approve a proposed contract or transaction with the Society in which one or more directors has an interest and each such director has disclosed their interest to the other directors, if each of the other directors who has not made such disclosure and who is entitled to vote on the resolution signs or consents in writing to the resolution; and
 - (ii) any such resolution passed in accordance with section 4.9(d)(i) may be signed or consented to in one or more counterparts, which together will constitute one resolution and will be as valid and effective as if it had been passed at a meeting of the directors (or committee of directors, as applicable) that satisfies all of the requirements of these Bylaws relating to meetings of directors or of a committee of directors. Any resolution signed or consented to in writing as contemplated in this section 4.9(d) will be kept with the minutes of the meetings or proceedings of the directors.

5. PART 5 – BOARD POSITIONS

5.1 Election or appointment to Board positions

Directors must be elected or appointed to the following Board positions, and a director, other than the chair, may hold more than one position:

- (a) chair;
- (b) vice-chair;
- (c) secretary; and
- (d) treasurer.

5.2 Directors at large

Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

5.3 Role of chair

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

5.4 Role of vice-chair

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

5.5 Role of secretary

The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board; and
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

5.6 Absence of secretary from meeting

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

5.7 Role of treasurer

The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements; and
- (d) making the Society's filings respecting taxes.

6. PART 6 – COMMITTEES OF DIRECTORS

6.1 Appointment

The directors may, by resolution of the directors:

- (a) appoint one or more committees consisting of the director or directors that they consider appropriate or consisting of one or more directors and one or more members that are not directors; and
- (b) delegate (subject to such conditions, if any, as may be set out in the resolution of the directors making such delegation, or any subsequent resolution of the directors) to a committee appointed under paragraph (a) any, but not all, of the powers of the directors provided that the directors may not delegate to any committee the power to appoint one or more committees or delegate any powers to any committee, revoke the authority of any committee, or override a decision made by any other committee, terminate the appointment of, or change membership of any committee, or fill vacancies in a committee.

Any committee, a majority of the members of which consist of members that are not directors, will not have, and the directors will not delegate to any such committee, any of the powers of the directors. Any such committee may perform an advisory role and may conduct activities as may be directed by the directors, but will not have any of the powers of the directors.

6.2 Duties

Any committee appointed under Part 6, in the exercise of the powers delegated to it, must:

- (a) conform to any rules that may from time to time be imposed on it by the directors; and
- (b) report every act or thing done in exercise of those powers at such times as the directors may from time to time determine, or, failing such determination, at the earliest meeting of the directors held after the act or thing has been done.

6.3 Powers of directors

The directors may, at any time with respect to any committee appointed under Part 6:

- (a) revoke or alter the authority given to a committee or override a decision made by a committee, except as to acts done before such revocation, alteration or overriding;
- (b) terminate the appointment of, or change in membership of, a committee; and
- (c) fill vacancies in a committee.

6.4 Committee meetings

Unless the directors otherwise provide in the resolutions appointing the committee or in any subsequent resolution, with respect to any committee appointed under Part 6:

- (a) the members of a committee may meet and postpone meetings as they deem fit;
- (b) a committee must elect a chair of its meetings but, if no chair is elected or if at a meeting the chair is not present within fifteen (15) minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their members to be the chair of the meeting;

- (c) a majority of the members of a committee constitutes a quorum of the committee; and
- (d) at all meetings of the committee, every question will be decided by a majority of votes cast on the question, and in the case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

7. PART 7 – CONFLICTS OF INTEREST

7.1 Disclosure of interests of directors

- (a) If at any time any director of the Society 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 that director's duty or interest as a director of the Society,

such director must disclose fully and promptly to the other directors the nature and extent of the director's interest.
- (b) As and to the extent required under, and subject to the exceptions and exclusions contained in, the Act, a director to whom this section applies must:
 - (i) abstain from voting on a directors' resolution or consenting to a consent resolution in respect of the contract or transaction or matter in which the director has an interest as contemplated in this section, in which case such abstention will not count as a vote in favour or against the directors' resolution or consent resolution;
 - (ii) leave the directors' meeting, if any:
 - A. when the contract, transaction or matter is discussed, unless asked by the other directors to be present and provide information, and
 - B. when the other directors vote on the contract, transaction or matter; and
 - (iii) refrain from any action intended to influence the discussion or vote.
- (c) A director that has an interest in a contract or transaction to be considered at a meeting of the directors will be counted in a quorum for the meeting notwithstanding such director's interest.

8. PART 8 – REMUNERATION, EXPENSES, INDEMNIFICATION AND INSURANCE OF DIRECTORS, AND SIGNING AUTHORITY

8.1 Remuneration, expenses, indemnification and insurance of directors

- (a) These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.
- (b) Subject to the provisions of the Act and the regulations thereunder, directors will be reimbursed for reasonable expenses necessarily incurred by the director in performing his or her duties as a director. To the extent permitted and not prohibited under the Act, the Society may indemnify a director or former director of the Society (and any individual who is or was a director or who holds or held an equivalent position in a subsidiary of the Society), and his or her representatives, and must indemnify such persons to the extent required under the Act, against penalties to which they are or may be liable, and expenses actually and reasonably incurred by them by reason of the director or former director, or other eligible party, being or having been a director, or holding or having held an equivalent position in a subsidiary of the Society. The Society may purchase and maintain insurance, for the benefit of directors or former directors, and individuals who hold or held an equivalent position in a subsidiary of the Society, and their representatives, against liability that may be incurred by reason of the director or other eligible party being or having been a director or holding or having held an equivalent position in a subsidiary of the Society.

8.2 Signing authority

A contract or other record to be signed by the Society must be signed on behalf of the Society:

- (a) by any two (2) directors; or
- (b) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

9. PART 9 – FINANCES

9.1 Borrowing powers

The directors may, on behalf of and in the name of the Society:

- (a) borrow money; or
- (b) give security for borrowed money or to secure money obligations,

as the directors may from time to time determine or approve, provided that any such action has been authorized by at least two-thirds (2/3) of the votes cast by the directors on the resolution.

10. PART 10 – AUDITOR

10.1 Auditor

The directors may determine that the Society should have an auditor. If the directors make such a determination, they may pass a resolution of the directors, which resolution will specifically record the determination by the directors that the Society should appoint an auditor. Unless the directors pass such a resolution, the Society will not have an auditor but the directors may from time to time choose to engage or retain the services of an auditor for specific purposes, including to audit one or more financial statements of the Society and to make a report in respect of such financial statements, but, unless the directors, by resolution, specifically determine that the Society should appoint an auditor, any such engagement or retention and provision by the auditor of such services will not constitute the appointment of an auditor of the Society and any such auditor so engaged or retained will not be the auditor of the Society.

10.2 Appointment or election

- (a) If the directors determine that the Society should have an auditor, the directors may appoint, or may propose that the Voting Members of the Society by ordinary resolution appoint, an auditor as the auditor of the Society, in each case, to hold office until the close of the next annual general meeting.
- (b) If an auditor is appointed as contemplated in section 10.2(a), subject to section 10.2(c), at each annual general meeting after such appointment the Voting Members, by ordinary resolution, will appoint an auditor to hold office until the close of the next annual general meeting.
- (c) After an auditor has been appointed as contemplated in section 10.2(a), the directors, by resolution of the directors, may determine that the Society will no longer have an auditor, commencing at the close of the next annual general meeting. In such event, at the next annual general meeting following that determination, unless the directors otherwise determine prior to such meeting, no resolution will be passed appointing an auditor, and an auditor will not be appointed, and the auditor in office prior to the close of such annual general meeting will not continue as auditor following the close of such annual general meeting and the Society will cease to have an auditor. The determination that the Society will no longer have an auditor will not constitute removal of the auditor.
- (d) If the Society has an auditor, but there is a vacancy in the office of the auditor created by resignation, death or otherwise, other than a removal under section 10.3, the directors may appoint an auditor to fill any vacancy in the office of the auditor to hold office until the close of the next annual general meeting.
- (e) If an auditor is appointed as contemplated in section 10.2(a) and thereafter the Society ceases to have an auditor as contemplated in section 10.2(c), thereafter the directors may determine, by resolution of the directors, that the Society should again have an auditor. If the Directors make such a determination, the directors may again appoint, or may propose that the Voting Members of the Society by ordinary resolution again appoint, an auditor pursuant to section 10.2(a) to hold office until the close of the next annual general meeting.

- (f) The directors may set the remuneration of any auditor of the Society, provided that, if the directors so decide or determine, the remuneration of the auditor may be determined by the Voting Members of the Society, by ordinary resolution.

10.3 Removal of auditor

If an auditor is appointed as contemplated in section 10.2, the Society may, by ordinary resolution passed at a general meeting called for the purpose (which may include an annual general meeting), remove an auditor before the expiration of the auditor's term of office, and must, by ordinary resolution passed at that meeting, appoint a person as auditor for the remainder of the term of office of the auditor who was removed. If so removed, an auditor must be promptly informed in writing of his or her removal.

11. PART 11 – RECORDS

11.1 Place of records

The directors will ensure that all records of the Society required by the Act to be kept at the Society's registered office are kept at the registered office of the Society, as required under the Act, provided that, subject to compliance with the Act, the directors may by resolution of the directors permit some of the records or classes of records, including its financial records, to be kept at a location or locations in British Columbia other than the registered office of the Society. The directors will oversee preparation of minutes of meetings of the members, directors and any committee of the directors and the custody thereof, which minutes will be kept in such form as the directors may approve (which may, but need not, include electronic form) at the registered office of the Society or such other place in British Columbia as may be determined by resolution of the directors, subject to compliance with the Act.

11.2 Inspection of documents

- (a) The records, including the accounting records of the Society, required to be kept by the Society pursuant to the Act will be open for inspection and examination by any director (but, for greater certainty, unless the directors may otherwise determine, not any agent or representative of a director that is not themselves a director) at the place where such records are kept.
- (b) Subject to section 11.2(b)(i), the records required to be kept by the Society pursuant to the Act will be open for inspection and examination by any member (but, for greater certainty, unless the directors may otherwise determine, not any agent or representative of a member that is not themselves a member) at any time during normal business hours at the place where such records are kept, provided that:
 - (i) the directors may, subject to provisions of the Act, by resolution of the directors, approve or impose restrictions on 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;
 - (ii) the Society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a member may inspect

a record, including the Society's register of members, as may be determined or approved by the directors from time to time; and

(iii) where any agent may be retained by the Society to keep or maintain any records of the Society, subject to any restrictions referred to in clauses (i) or (ii), the records kept or maintained by such agent will be open for inspection during such periods of time as may be determined by such agent, or, failing such determination, during normal business hours at the place where such records are kept, provided that, in each case, unless the directors otherwise determine, the records will be open for inspection and examination by any member during at least two consecutive normal business hours in each business day.

(c) Unless the directors, by ordinary resolution of the directors, otherwise determine or approve, a member of the Society will only be entitled to inspect records of the Society that the Act requires the Society to keep and expressly permits members of a society to inspect, and, without limiting the generality of the foregoing, will not (unless the member is a director and acting in that capacity in connection with exercising the powers and performing the functions of a director of the Society), be entitled to inspect:

(i) minutes of meetings of directors, or committees thereof, including resolutions or the text of resolutions passed at such meetings;

(ii) copies of consent resolutions of directors and consents to such resolutions; or

(iii) accounting records of the Society (other than the financial statements of the Society and an auditor's report, if any, on those financial statements)

required pursuant to the Act to be kept at the Society's registered office, other than such portions of those records that the Society is required to keep pursuant to the Act that evidences a disclosure by a director or senior manager required to be evidenced in such reports, to the extent members are permitted to inspect such portion of such records under the Act.

(d) Unless the directors, by resolution of the directors, otherwise determine or approve, a person other than a director or member of the Society may not inspect a record the Society is required to keep under the Act. Except to the extent otherwise expressly provided under the Act, or otherwise required by law, no person other than a member or director may inspect the Society's register of members. If the directors determine to approve a person other than a director or member of the Society having any right to inspect any records the Society is required to keep under the Act, or other record kept or maintained by the Society, the directors may determine or approve which records any such person may inspect and the Society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, any such person may inspect a record, and may charge a reasonable fee, not to exceed the fee, if any, specified in or calculated in accordance with the regulations under the Act, for any such inspection, as may be determined or approved by the directors from time to time.

- (e) The Society will provide a copy of financial statements of the Society required under the Act to directors, members and other persons as required under the Act.
- (f) If the Society appoints an auditor as contemplated in section 10.1, the auditor will have a right to access the Society's records as required under the Act.
- (g) The Society will provide to directors or members of the Society, as required under the Act, a copy of any record of the Society which the Society is required under the Act to provide to such director or members.
- (h) Except as otherwise provided in this section 11.2, no records of the Society (including minutes of any meeting of directors of the Society or any committee thereof or other committee contemplated in these Bylaws or resolutions consented to in writing by directors, or any committees, and the register of members and the register of directors kept by or on behalf of the Society) will be open for inspection by any person except to such extent, at such time and upon such conditions as the directors may from time to time determine.
- (i) Without limiting the generality of the preceding provisions of this section 11.2, the directors may impose reasonable restrictions and conditions regarding any inspection or examination referred to in section 11.2(h), which restrictions or conditions may be imposed either before or after the Society receives a request from a person for inspection or examination of any records, and may include restrictions and conditions provided that the person making the examination or inspection will not be entitled to a copy of any record inspected or examined, or only entitled to a copy of any record on payment of a reasonable charge.

12. PART 12 – NOTICES

12.1 Method

A notice may be given to a member personally, by mail to the address of the member as recorded in the register of members of the Society, or such other address as the member may have informed the Society as contemplated in sections 1.5(a)(iii)A, or such other email address as the member may have informed the Society as contemplated in section 1.5(a)(iii)B (and the member by providing such email address will be deemed to have consented to providing notice by electronic means to such email address).

12.2 Deemed receipt

A notice given to a member:

- (a) sent by mail is deemed to have been given when the notice was properly addressed and put in a Canadian post office receptacle and is deemed to have been received by the person to whom it was mailed on the business day following the date of mailing;
- (b) sent by email is deemed to have been given on the day it was emailed and deemed to have been received by the person to whom it was emailed on the day following the day on which it was emailed.

12.3 Persons entitled to notice

- (a) Subject to the provisions of the Act regarding requisitions for general meetings, waiver of notice and accidental omission to send a notice or non-receipt of a notice, the Society will give notice of a general meeting to:
 - (i) every member shown on the register of members of the Society; and
 - (ii) the auditor, if an auditor of the Society has been appointed pursuant to section 10.1.
- (b) No other person is entitled to receive a notice of a general meeting.

13. PART 13 – BYLAWS

13.1 Copies of constitution and Bylaws

On becoming a member, each member will be entitled to receive, on request and without charge, a copy of the constitution and Bylaws of the Society. Prior to any member requesting a copy of these documents, as determined by the directors, the Society may send a copy of these documents to any member following such member becoming a member, or may make such documents available to members on the Society's website.

13.2 Change of Constitution

The constitution of the Society must not be altered unless the alteration has been authorized by special resolution.

13.3 Change of Bylaws

These Bylaws must not be altered unless the alteration has been authorized by special resolution or as otherwise specified in these Bylaws.

14. PART 14 – NON-PROFIT PURPOSE

14.1 No direct profit

The Society shall not carry on a business, trade, industry, or profession for profit or gain except as an incident to its purposes.

15. PART 15 – INTERPRETATION

15.1 Definitions.

In these Bylaws, unless the context otherwise requires:

- (a) "**Act**" means the Societies Act, SBC 2015, c 18;
- (b) "**Board**" means the directors of the Society;
- (c) "**Bylaws**" means these Bylaws, as altered from time to time;
- (d) "**Income Tax Act**" means the Income Tax Act, RSC 1985, c 1 (5th Supp);

- (e) “**majority**” means a simple majority, being fifty (50) percent plus one (1), unless specified otherwise;
- (f) “**Non-Voting Member**” and “**Non-Voting Members**” each have the meaning ascribed to them in section 1.4(a);
- (g) “**ordinary resolution**” has the meaning ascribed to it in the Act;
- (h) “**Society**” means Forestry Works for BC Society;
- (i) “**special resolution**” has the meaning ascribed to it in the Act; and
- (j) “**Voting Member**” and “**Voting Members**” each have the meaning ascribed to them in section 1.3(a).

15.2 Definitions in Act apply

Unless otherwise defined herein or the context otherwise requires, the definitions in the Act apply to these Bylaws.

15.3 Conflict with Act or regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

15.4 Statutory references

In these Bylaws, a reference to any statute is to that statute as now enacted or as may from time to time be amended, re-enacted or replaced and includes any regulations made thereunder.

15.5 Extended meaning

In these Bylaws:

- (a) words importing the singular number include the plural and vice versa, words importing any gender include all genders, and words importing persons include individuals, corporations, limited and unlimited liability companies, general and limited partnerships, associations, trusts, unincorporated organizations, joint ventures and governmental authorities, unless otherwise specified;
- (b) the term “including” means “including without limitation”; and
- (c) any term that is a variation of a defined term has the corresponding meaning of the defined term.

15.6 Signing

Expressions referring to signing will be construed as including electronic signatures and the receipt of messages by email or any other method of transmitting writing or legibly recorded messages and indicating thereon that the requisite instrument is signed, notwithstanding that no actual original or copy of an original signature appears thereon.