

YUKON COUNCIL ON AGING

BYLAWS

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Part 1 Definitions and Interpretation

Definitions

1 In these Bylaws¹

“Act” means the *Societies Act* (Yukon) and the regulations under the *Societies Act*, as amended from time to time;

“Annual General Meeting” means a General Meeting described in section 17;

“Associate Member” means a member of the class of Members referred to in paragraph 11(1)(b);

“Board” means the Directors of the Society;

“Bylaws” means these bylaws, including any changes made to them in accordance with the Act;

“Constitution” means the constitution of the Society, including any changes made to it in accordance with the Act;

“Executive Committee” means the committee of the Board referred to in paragraph 48(2)(a);

“General Meeting” means a general meeting of the Members;

“General Member” means a member of the class of Members referred to in paragraph 11(1)(a);

“Member” means a member of the Society;

“Membership Due” means an amount that a person must pay to the Society in order to become or to remain a Member;

“Membership Year” means the period that starts immediately after an Annual General Meeting and that ends when the next Annual General Meeting ends;

“Nominations Committee” means the committee of the Board referred to in paragraph 48(2)(c);

“Officer” means an individual who is elected or appointed, in accordance with the Act and these Bylaws, as an officer of the Society;

“Ordinary Resolution” means a resolution

(a) passed by a simple majority of the votes cast by the General Members on that resolution, or

(b) consented to in writing, after being sent to all of the General Members, by at

¹ Words and expressions that are defined in the Act or these Bylaws are capitalized, except where the word or expression appears in the definition itself.

least 2/3 of the General Members;

“Past President” means the individual who most recently ceased to be the President, except that if they ceased to be the President because they ceased to qualify for that office, were expelled as a Member or removed as a Director, there is no Past President and these Bylaws are to be read without reference to that function;

“President” means the Officer whose major duties are described in paragraph 47(1)(a);

“Secretary” means the Officer whose major duties are described in paragraph 47(1)(c);

“Senior” means an individual who is 55 years of age or older;

“Society” means the Yukon Council on Aging;

“Special Resolution” means a resolution

(a) passed by at least 2/3 of the votes cast by the General Members on that resolution, or

(b) consented to in writing by all of the General Members;

“Treasurer” means the Officer whose major duties are described in paragraph 47(1)(d);

“Vice-President” means the Officer whose major duties are described in paragraph 47(1)(b).

Definitions in Act

2 The definitions in the Act apply to these Bylaws.

Interpretation

3(1) Subject to section 2, subsection (2) and sections 4 to 6, the Society may by Ordinary Resolution decide any question of the interpretation of these Bylaws.

(2) In these Bylaws

(a) words indicating the singular number also include the plural, and vice versa; and

(b) the headings are for convenience only and do not affect the interpretation of these Bylaws.

Disputes

4 A dispute as to

(a) the interpretation or application of these Bylaws;

(b) the rights of a Member; or

(c) the powers of a Director or Officer

must be submitted to and decided by arbitration under the *Arbitration Act*.

Conflict with Act

5 If these Bylaws and the Act conflict on any point, the Act prevails.

Act Applies

6 These Bylaws are intended to be read in conjunction with the Act.

Robert's Rules of Order

7 Meetings of the Society and the Board are to be conducted in accordance with *Robert's Rules of Order* except to the extent that those rules are inconsistent with the Act or these Bylaws.

Part 2 Members

Application for membership

8(1) A person may apply to the Board for membership in the Society.

(2) The person may specify which class of Members they want to join.

(3) If they do not specify, they are treated as applying to be a General Member, except that if they do not qualify to be a General Member they are treated as applying to be an Associate Member.

(4) Unless subsection (5) applies, the Board must accept an application for membership from any person who is eligible to be a Member.

(5) Subject to paragraph 15(6)(b), the Board may reject a former Member's application for membership if the former Member was expelled from the Society less than two years before the time of their application.

(6) The Board may delegate to an Officer, an employee of the Society or a Member all or any part of the administration of applications for membership, including the determination of whether persons are eligible to be Members and the acceptance of applications, except that the Board itself must decide whether to accept an application by a former Member described in subsection (5).

Becoming member

9 A person becomes a Member when their application is accepted and the Society receives their Membership Dues, if any.

Duties

10 Every Member must uphold the Constitution and must comply with these Bylaws.

Membership classes

11(1) There are two classes of Members:

- (a) General Members; and
- (b) Associate Members.

(2) Any Senior who is ordinarily resident in Yukon may be a General Member.

(3) Any person may be an Associate Member.

(5) Despite subsections (2) and (3), a person who has been expelled from membership under section 15 is not eligible to become a Member unless the Society approves their application for membership by Special Resolution.

Membership Dues

12(1) The Society may by Ordinary Resolution at an Annual General Meeting

(a) implement, change or remove a requirement that Members pay Membership Dues; or

(b) establish or change the amount of Membership Dues, if any, and the date by which Membership Dues are to be paid.

(2) Membership Dues may

(a) apply to one or more classes of Members; or

(b) be different for different classes of Members.

(3) If a class of Members is subject to Membership Dues, payment of the Membership Dues is a condition of membership for that class of Members.

Ceasing to be member

13(1) A person's membership in the Society ends when

(a) they fail to pay a Membership Due as and when required;

(b) they resign from the Society;

(c) they are expelled under section 15; or

(d) their membership ends in any of the other circumstances set out in the Act.

(2) A person may resign from the Society by giving the President or Secretary written notice that they want to do so.

Members' rights

14(1) Every General Member has all of the rights that Voting Members have under the Act and these Bylaws, including, but not limited to, the right to vote on every matter in respect of which a vote of the Members is held and the right to elect the Directors.

(2) Every Associate Member has the same rights as a General Member, except that they are not entitled

(a) to vote on any matter; nor

(b) to elect the Directors.

Expulsion

15(1) The Board may expel any Member for acting in a manner that

- (a) is not in accordance with the Society's objects or policies; or
- (b) is harmful to the Society.

(2) The Board must give the Member in question written notice of their proposed expulsion no later than 21 days before the Board meeting at which the proposed expulsion is to be considered.

(3) The notice under subsection (2) must include reasons for the proposed expulsion.

(4) The Member in question must be given an opportunity to be heard at the Board meeting before the proposed expulsion is put to a vote.

(6) The Society may by Special Resolution direct the Board

- (a) to expel a Member; or
- (b) to accept an application for membership by a person who was previously expelled.

Members not liable

16 A Member is not, in that capacity, liable for a debt or other liability of the Society.

Part 3 General Meetings

Annual general meeting

17 An annual General Meeting must be held before the end of June each year in accordance with the Act and at the time and place the Board determines.

Other general meetings

18(1) The Board may at any time call a General Meeting other than the Annual General Meeting.

(2) Members may requisition a General Meeting in accordance with the Act.

Notice of General Meeting

19 Written notice of the date, time and location of a General Meeting must

- (a) be given in accordance with the Act;
- (b) be sent to the Members at least 21 days – but not more than 60 days – before the General Meeting;

(c) state the nature of any business, other than ordinary business, to be transacted at the General Meeting in enough detail to allow Members to form reasoned judgments about it; and

(d) include the text of any resolution to be submitted to the General Meeting that, under the Act or these Bylaws, must be passed as a Special Resolution.

Ordinary business

20 At a General Meeting, the ordinary business is:

(a) adoption of rules of order and agenda;

(b) consideration of any financial statements of the Society presented to the meeting;

(c) consideration of the reports, if any, of the Directors or accountant;

(d) election or appointment of Directors;

(e) appointment of an accountant, if any; and

(f) business arising out of a report of the Directors that does not require the passing of a Special Resolution.

Chair

21 The following individual presides as chair of a General Meeting:

(a) the individual, if any, appointed by the Board to preside;

(b) If the Board has not appointed an individual to preside or the individual appointed by the Board is unable to preside:

(i) the President, if there is one;

(ii) the Vice-President, if there is one, if the President is unable to preside; or

(iii) a Director present at the meeting, if both the President and Vice-President are unable to preside, or if there is neither a President nor a Vice-President; or

(c) if nobody described in paragraph (a) or (b) is able to preside as the chair of the General Meeting within 30 minutes after the time set for holding it, a Member present whom the Members present elect to preside as the chair.

Nominations

22 If a Director or Officer position is to be filled by election at a General Meeting

(a) if there is a Nominations Committee, it may present someone for election if that person has stated in writing that they agree to stand for election to the position; and

(b) anybody else who is eligible for election to the position may be nominated from the floor.

Public may attend

23(1) Subject to subsection (2), a General Meeting is open to the public.

(2) If a majority of the Members present at a General Meeting vote to restrict attendance, any non-Member must leave immediately.

Quorum

24(1) Subject to paragraph (4)(b), a quorum of Members for the transaction of business at a General Meeting is the greater of

- (a) 25 General Members; and
- (b) 10% of the General Members.

(2) The only business that may be transacted at a General Meeting without the presence of a quorum of Members is

- (a) the election of a chair of the General Meeting; and
- (b) the adjournment or termination of the General Meeting.

(3) For greater certainty, if during a General Meeting there ceases to be a quorum, any business in progress is suspended until there is a quorum or until the meeting is adjourned or terminated.

(4) If, within 30 minutes after the time set for holding a General Meeting, there is no quorum

- (a) the General Meeting is adjourned to the same day in the next week, at the same time and place or, if the place is not available, at another place determined by the chair with notice to the Members; and
- (b) if, at the continuation of the General Meeting, there is no quorum within 30 minutes after the time set for continuing the General Meeting, the members present are a quorum and the General Meeting may proceed.

Adjournment

25(1) The chair of a General Meeting may, with the consent of the General Members present, adjourn the General Meeting.

(2) The only business that may be transacted at the continuation of an adjourned General Meeting is business that was left unfinished when the General Meeting was adjourned.

(3) It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted there except that, if a General Meeting is adjourned for 30 days or more, written notice of the continuation of the adjourned meeting must be given in accordance with the Act and these bylaws.

Order of business

26 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 accountant's report, if there is one, on those statements,
 - (ii) receive any other reports of Directors' activities and decisions since the previous Annual General Meeting,
 - (iii) elect Directors, and
 - (iv) appoint an accountant, if any;
- (g) deal with new business, including anything the Members have been given notice of;
- (h) end the meeting.

Virtual attendance

27 Members may participate in a General Meeting by telephone, or by any other communications medium, only with the prior approval of the Board.

Voting

28(1) A matter to be decided at a General Meeting is decided by Ordinary Resolution, unless the Act or these Bylaws require it to be decided by Special Resolution or by another kind of resolution that has a higher voting threshold than an Ordinary Resolution.

(2) Only General Members may vote at a General Meeting, and each General Member may cast only one vote on each motion or resolution.

(3) Subject to subsections (4) and (5), votes at a General Meeting are conducted by show of hands.

(4) The following kinds of vote are conducted by secret written ballot, with two or more scrutineers appointed by the chair from among the General Members present:

- (a) elections of Directors and Officers;
- (b) any Special Resolution for the expulsion of a Member or the readmission to membership of a person who has been expelled from membership.

(5) General Members participating by telephone or other communications medium may cast their votes by voice or by any other appropriate method.

Tied votes

29 If a vote at a General Meeting is tied

- (a) in the case of an election, the vote is repeated until a result other than a tie is achieved;

and

(b) in any other case, the motion or resolution is defeated.

No proxies

30 Votes by proxy are not permitted at a General Meeting nor in any other proceeding.

Vote outcomes

31(1) The chair of a General Meeting announces the outcome of each vote.

(2) The outcome of each vote must be recorded in the minutes of the General Meeting.

(3) Except in the case of a vote by secret written ballot, a declaration by the chair of a General Meeting that a resolution or motion has been carried or lost is conclusive evidence of that fact, and no proof is needed of the number or proportion of votes recorded in favour or against the resolution or motion.

Failure to give notice

32 No action taken at a General Meeting is invalid because of:

- (a) an accidental omission to give any notice to any Member;
- (b) any Member not receiving any notice; or
- (c) any error in any notice that does not affect the meaning of the notice.

Part 4 Governance

Board powers and duties

33(1) Subject to the Act and the other provisions of these Bylaws, the Board has the powers of the Society and may act for it, including by

- (a) promoting the objects of the Society;
- (b) promoting membership in the Society;
- (c) engaging employees of the Society, regulating their duties and setting their salaries and benefits;
- (d) acquiring, maintaining, protecting and disposing of the Society's property;
- (e) approving an annual budget for the Society;
- (f) financing the Society's activities, including by
 - (i) raising or borrowing money,
 - (ii) paying expenses,

- (iii) investing money
- (g) making policies for managing and operating the Society;
- (h) entering into or approving contracts on behalf of the Society;
- (i) maintaining the Society's accounts and financial records;
- (j) acquiring professional services on behalf of the Society;
- (k) making policies that govern the Society's operation and the use of its facilities and other assets;

(2) Subject to the Act and the other provisions of these Bylaws, the Board may delegate any of its powers and duties to the Executive Committee or an employee of the Society.

Directors - eligibility

34 Each Director must be a General Member.

Directors and Officers

35(1) The Board consists of the following Directors:

- (a) the President;
- (b) the Vice-President;
- (c) the Secretary;
- (d) the Treasurer; and
- (f) up to six Directors at large.

(2) The Past President attends Board meetings in an advisory capacity.

(3) The Officers of the Society are the President, the Vice-President, the Secretary and the Treasurer.

(4) For greater certainty, an individual is not eligible to hold two or more positions as Officer, Director or Past President at the same time.

Election of Directors

36 Directors are elected for a two-year term by Ordinary Resolution at each Annual General Meeting, as follows

- (a) in each odd-numbered year, the President, the Secretary and three Directors at large;
- (b) in each even-numbered year, the Vice-President, the Treasurer and three Directors at large.

Maximum term

37 (1) A person is not eligible to serve in a particular position on the Board (that is, as President,

Vice-President, Secretary, Treasurer or Director at large) for more than two consecutive terms.

(2) Despite subsection (1), a person may serve in a position for a third consecutive term if no other person is nominated for the position.

Vacancies

38(1) If a vacancy on the Board arises because a Director ceases to hold office before the Director's term of office ends, the Board may

- (a) appoint a General Member to fill the vacancy; or
- (b) leave the vacancy to be filled at the next General Meeting.

(2) A Director appointed under subsection (1)

- (a) holds office for the balance of the term of their predecessor; and
- (b) if that balance is longer than one year, is considered to have served the full term.

(3) Subsections (1) and (2) do not apply to a vacancy that is created by the removal of a Director in accordance with the Act.

Ceasing to be Director

39(1) A Director ceases to hold office when

- (a) the Director's term of office ends;
- (b) the Director resigns from the Board or is considered under subsection (2) to have resigned;
- (c) the Director is removed from office under subsection (3); or
- (c) the Director ceases to hold office in any of the other circumstances set out in the Act.

(2) If a Director is absent from three consecutive Board meetings without reasons that the Board considers satisfactory

- (a) the Director is considered to have resigned from the Board as of the last of the three meetings; and
- (b) the Board must notify the Director to that effect.

(3) A Director may be removed from office by Special Resolution of the Members.

Remuneration and reimbursement

40(1) The Society must not remunerate a Director for being a Director or Officer.

(2) The Society may, subject to the Act and subsection (3), remunerate a Director for services that the Director provides to the Society in a capacity other than as a Director or Officer.

(3) It must never be the case that a majority of Directors receive or are entitled to receive remuneration from the Society under contracts of employment or services.

(4) The Society may reimburse a Director for reasonable and necessary expenses that the Director incurs in performing their duties as a Director or Officer.

Board meetings

41(1) The Board may meet anywhere in Yukon and, subject to the Act and these bylaws, in any way that the Board chooses.

(2) The Board must hold at least nine meetings in each calendar year.

(3) The Board may schedule regular Board meetings, provided that a copy of any resolution of the Board setting the time and place of the regular meetings is sent to each Director.

(4) In addition to any regular meeting scheduled under subsection (3)

(a) the President may call a Board meeting at any time; and

(b) the President must call a Board meeting if any two or more Directors, in writing

(i) ask the President to do so, and

(ii) state the business for the meeting.

(5) A Board meeting may be conducted by telephone or any other communication medium (or both in person and by telephone or other communication medium), but only if all participants in the meeting can communicate with each other.

(6) A Director who participates in a Board meeting by telephone or other communication medium is considered to be present at the meeting.

(7) Any Member may attend any Board meeting.

Notice of Board meetings

42(1) Notice of a Board meeting must be given to each Director

(a) at least 10 days before the Board meeting, if the notice is given by mail; or

(2) at least five days before the Board meeting, if the notice is given by email, fax or telephone.

Board quorum

43(1) A quorum of the Board is five Directors.

(2) If there is no quorum at a Board meeting, the President adjourns the meeting to the same time and day of the following week and, if reasonably possible, to the same place.

Board votes

44(1) Only Directors may vote at a Board meeting, and each Director has only one vote on each motion or resolution.

(2) If a vote at a Board meeting is tied, the motion or resolution is defeated.

(3) Votes by proxy are not permitted at a Board meeting.

Consent resolution

45(1) The Directors may pass a motion or resolution (a “consent resolution”) without a meeting, but only if all of them consent in writing to the motion or resolution.

(2) A consent resolution is considered to have been passed on the latest day on which a Director consents to it.

Good-faith error

46(1) An action of the Board is not invalidated by an error, irregularity or omission in the application of these Bylaws if the action

(a) is carried out in good faith; and

(b) is otherwise lawful.

(2) For greater certainty, this section does not affect any right or remedy available under the Act.

Duties of Officers

47(1) The Officers have the following major duties:

(a) the President

(i) supervises the affairs of the Board,

(ii) when present, chairs all meetings of the Society, the Board and the Executive Committee (except that the Board may appoint another individual to preside as chair of a General Meeting),

(iii) is responsible for communicating decisions and direction to the Society’s employees, and

(iv) if the Secretary is absent from a meeting, appoints an interim Secretary to take the minutes.

(b) the Vice-President

(i) chairs meetings in the President’s absence;

(ii) is responsible for the Nominations Committee; and

(iii) carries out special projects assigned by the Board.

(c) the Secretary

(i) attends and keeps minutes of all meetings of the Society, the Board and the Executive Committee,

(ii) ensures that all records of the Society are kept in accordance with the Act and these Bylaws,

(iii) ensures that notices of meetings are sent to Members and Directors as appropriate;

- (iv) conducts the correspondence of the Society,
- (v) ensures that all of the Society's required filings under the Act are made correctly and on time, and
- (vi) ensures the safe custody of all records and documents of the Society.

(d) The Treasurer

- (i) ensures that all moneys paid to the Society are deposited in the bank,
- (ii) keeps all of the Society's financial records,
- (iii) presents a detailed account of revenues and expenditures to the Board as required,
- (iv) ensures that the financial statements are prepared and presented to the Annual General Meeting,
- (v) chairs the Finance Committee,
- (vi) ensures that the Society complies with all tax and similar requirements in respect of its employees, and
- (vii) disburses funds as required by the Executive Committee,

(2) The Board must record, in a manual that it prepares and maintains for its members, job descriptions for Officers that describe in more detail the duties listed in subsection (1) and set out any additional duties.

(3) If an Officer is absent or incapacitated, or if the position of an Officer is vacant, the Board may reassign some or all of the Officer's duties and powers to another Officer.

Board committees

48(1) The Board may appoint committees to conduct the business of the Society.

(2) The following are standing committees:

- (a) the Executive Committee, chaired by the President;
- (b) the Finance Committee, chaired by the Treasurer;
- (c) the Nominations Committee.

(3) A Board member chairs each committee other than the Executive Committee and the Finance Committee.

(4) General Members and members of the Board may be appointed to committees other than the Executive Committee.

(5) The Officers are the members of the Executive Committee.

(6) Committee members (other than the Officers as members of the Executive Committee and the Treasurer as chair of the Finance Committee) hold office for one year and may be reappointed.

(7) Each committee's mandate and structure

(a) must be reviewed by the Board at least annually; and

(b) must be recorded in a manual that the Board prepares and maintains for its members.

Part 5 Finance and management

Fiscal Year

49 A fiscal year of the Society begins on April 1 of a calendar year and ends on March 31 of the next calendar year.

Accountant

50 The Society must have an accountant.

Cheques and contracts

51(1) A cheque drawn on a bank account of the Society must be signed by two Officers.

(2) Any contract or other record to be signed by the Society, other than a borrowing of money, must be signed on behalf of the Society by

(a) an individual whom the Board authorizes to sign the contract or record on behalf of the Society (or, if the Board authorizes two or more individuals to sign jointly, each of those individuals); or

(b) any two Directors.

(3) Any Officer or other Director may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy.

Records

52(1) In this section, "required records" means the records that the Society is required by the Act, another law or these Bylaws to keep.

(2) The Secretary must ensure that the required records are kept, maintained and made available for inspection and copying in accordance with the Act.

(3) Subject to subsection (4), any Member may inspect and copy any required record in accordance with the Act.

(4) A Member may inspect a required record

(a) at the Society's registered office, at any time when the office is open, but only if the Member gives seven days' notice to the Officer responsible for the required record; or

(b) at a time and place agreed to by the Officer responsible for the required record.

(5) An Officer must not unreasonably withhold their agreement under paragraph (4)(b).

(6) If the Society keeps any records in addition to the required records, those may be inspected and copied as though they were required records.

(7) Subsection (6) does not apply to personnel files.

(8) The Board may, in accordance with the Act, impose a reasonable fee for the copying of records under this section.

Return of documents

53(1) When a person ceases to be a Director or an Officer, they must promptly return to the Secretary all of the books, documents and other records of the Society that they acquired in that capacity.

(2) Despite subsection (1), a person may keep for their personal use a copy of any of the books, documents and other records that they return.

Borrowing

54(1) The Society may, as determined by the Board, borrow money, and for that purpose may pledge security, except that any borrowing made by issuing a Debt Obligation must be approved in advance by Special Resolution of the Members.

(2) Despite any other provision of these Bylaws, any contract that includes an actual or potential borrowing by the Society must be signed by the President and the Treasurer.

Fundraising

55 The Society may, as decided by the Board, raise funds in any manner that is lawful.

Indemnity

56(1) The Society indemnifies each Director against any liability, damages or cost that results from any action or omission of the Director in that capacity or as an Officer, including for greater certainty any action or omission that results from an oversight or an error in judgement.

(2) Subsection (1) does not apply to an action or omission that constitutes or arises out of fraud, dishonesty, bad faith or negligence.

(3) The Society will provide a Director, on request, with written confirmation of the indemnity described in this section.

Directors' liability insurance

57 The Society must at all times have in force

- (a) liability insurance for the Officers and other Directors;
- (b) occupier's liability insurance for the premises it occupies; and
- (c) general insurance for its real and personal property.

Part 6
Amendments

58 These Bylaws may be replaced, altered or added to by Special Resolution of the Members.

Part 7
Dissolution or Liquidation

Procedure

59 The Society may be dissolved or liquidated in accordance with the Act.

Distribution of property

60(1) The distribution of property before the dissolution of the Society or on the liquidation of the Society will be made in accordance with the Act.

(2) For this purpose the Society may by Ordinary Resolution identify one or more societies incorporated under the Act as the Qualified Recipients of the Society's net assets.

Part 8
Transition

Past President

61 Despite subsection 35(2), the Past President who holds that position when these Bylaws come into force may vote at Board meetings until the end of their term as Past President.
