

RESOLUTION: Revisions to sections 2.1, 2.3, 2.6, 2.10, 3.2, 3.4, and 6.2 of the Bylaws of the Society be decided by special resolution to be approved by the membership as follows:

PROPOSED BYLAW CHANGES*

*Deletions are in struck out; new language is bolded and underlined.

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

...

(j) “General Meeting” means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;

...

(l) “Members” means those Persons who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members

...

2. MEMBERSHIP

2.1 Admission to Membership

Membership in the Society is restricted to:

(a) those Persons who are Members in good standing ~~on the date these Bylaws come into force~~; and

(b) those Persons whose application for admission as a Member is accepted in accordance with these Bylaws.

2.2 Eligibility for Membership

A Person may be eligible to be accepted as a Member if they:

- (a) are sixteen (16) years of age or older; and
- (b) are interested in advancing the purposes and supporting the activities of the Society.

Notwithstanding the foregoing, a Person is not eligible to be accepted or to continue as a Member if they are an employee of the Society.

2.3 ~~Transition of Membership~~ **Classes of Members**

~~On the date these Bylaws come into force:~~

~~(a) — each Person who is a member of the Society in good standing will continue as a Member until they otherwise cease to be a Member in accordance with these Bylaws; and~~

~~(b) — each Person who is a member of the Society not in good standing will be deemed to have resigned from membership effective that date.~~

There are two classes of membership: non-voting Member and voting Member.

(a) Non-voting Member

(1) A non-voting Member shall be:

(A) If a General Meeting, including the annual General Meeting specified in Section 4.2, is held in May or June,

(i) any member who joins as a Member on or after March 15 of that year; or,

(ii) any member whose 90-day grace period set forth in Section 3.4 will expire before the date of such General Meeting and who fails to pay such dues to remain in good

standing required by Section 3.3 by March 15 of that year; or

(B) If a General Meeting including the annual General Meeting specified in Section 4.2, is held in a month other than May or June,

(i) any member who joins as a Member in the forty-five (45) days prior to such General Meeting; or,

(ii) any member whose 90-day grace period set forth in Section 3.4 will expire before the date of such General Meeting and who fails to pay such dues to remain in good standing required by Section 3.3 by the date which is forty-five (45) days prior to such General Meeting.

(2) A non-voting Member shall become a voting Member at the completion of the General Meeting immediately following the Member's becoming a non-voting Member, provided that such dues to remain in good standing required by Section 3.3 have been paid.

(3) Non-voting Members do not have voting privileges at any meeting of the Society.

(b) Voting Member

(1) All Members in good standing are voting Members except non-voting Members.

(2) Voting Members have voting privileges at all meetings of the Society.

2.4 Executive Director as Membership Coordinator

The Board may delegate the review and acceptance of new applications and re-applications for membership to the Executive Director. If the Executive Director is not delegated such duties by the Board then the

responsibilities of the Executive Director set out under Part 2 of these Bylaws remain with the Board.

2.5 Application for Membership

An eligible Person may apply to the Society to become a Member by:

- (a) submitting a completed application, in such form and manner as may be established by the Society, at the Address of the Society; and
- (b) submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

2.6 Reviewing and Acceptance of Application

The Executive Director will review all applications for membership in the Society and may, if necessary to determine eligibility for membership, request the Person to provide further information or documentation in support of the application.

The Executive Director may, by entering the Person's information into the register of members, accept that Person as a Member as determined in accordance with these Bylaws.

~~Notwithstanding the above, the Board or its delegate, the Executive Director, must postpone consideration of all applications for membership submitted to the Address of the Society during the period commencing forty five (45) days before an annual general meeting of the Society and ending the day after the annual general meeting. All such applications will be considered in accordance with these Bylaws following the annual general meeting.~~

2.7 Reporting and Ratification of Membership

The Executive Director will regularly report to the Board regarding applications for membership received and approved.

The Board will consider a Board Resolution to ratify the approval of memberships made in the last interval and may, if necessary, determine any issues related to membership of an applicant. For greater certainty,

the Board may overrule the Executive Director's acceptance of a new Member, in which case, such Person's membership is *void ab initio*, their name will be struck from the register of members and any dues or fees paid will be refunded to them.

2.8 Referral of Application to Board

The Executive Director may at any time refer an application for membership to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone or refuse such application for membership.

The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society.

2.9 Membership not transferable

Membership is not transferable.

2.10 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of:
 - (1) the date of delivering their resignation in writing to the Secretary or to the Address of the Society; and
 - (2) the effective date of the resignation stated thereon;
- (b) upon the date on which is thirty (30) days after the date upon which such Member ceased to be in good standing in accordance with section 3.4;
- (c) upon their expulsion; or
- (d) upon their death.

...

3.2 ~~Member not in~~ Loss of Good Standing and Reinstatement

(a) A Person who has lost good standing ~~A Member who is not in good standing~~ or who has ceased to be a Member ~~has the right to receive notice of, and to attend, all General Meetings but is suspended from all of the other rights and privileges described in section 3.1. for so long as they remain not in good standing.~~

(b) A Person who has lost good standing may apply to the Board for reinstatement to membership and restoration of good standing, and, upon reinstatement and payment of all unpaid and owing amounts for dues, Membership shall be deemed continuous without regard to the period of non- Membership.

3.3 Dues

The Board will, by Board Resolution, determine the dues or fees payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil.

3.4 Standing of Members

All Members are deemed to be in good standing except a Member who has failed to pay such dues as are determined by the Board, if any, by the date which is ninety (90) days after the date upon which such dues are due and owing. ~~Such Member is not in good standing so long as such amount remains unpaid.~~

...

4.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

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6.2 Entitlement to Vote

Each Person who is a **voting** Member in good standing is entitled to one (1) vote on matters for determination by the Members