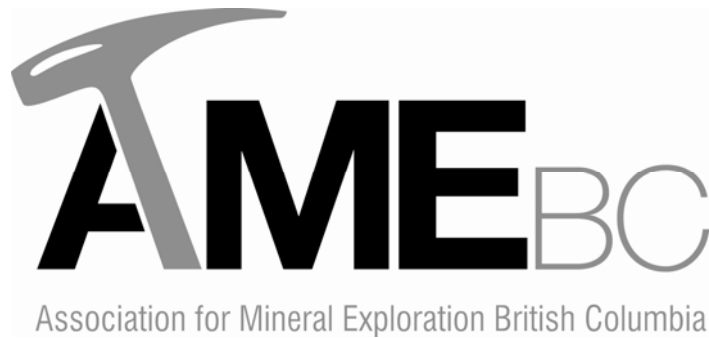


*Society Act*

**Bylaws of the  
Association for Mineral Exploration  
British Columbia**

As adopted by the  
Members of the Association for Mineral Exploration British Columbia  
on January 29, 2007



## SOCIETY ACT

### Bylaws of the Association for Mineral Exploration British Columbia

#### (AME BC)

#### Part 1 – Interpretation

1.1 In these bylaws, unless the context otherwise requires:

“AME BC” means the Association for Mineral Exploration British Columbia;

“Board” means the Board of Directors of AME BC for the time being;

“Corporate Member” means any Member that is a corporation, partnership, syndicate, society or other organization or body;

“Director” means a person who is duly elected or appointed to the Board;

“Executive Committee” means a committee comprising the Chairman, President, Vice Chairman and two Directors appointed by the Board where such Directors are not the Chairman, President or Vice Chairman;

“Member” means a person who is current in the payment of their annual membership fee and who has not ceased to be a Member as contemplated in §2.6;

“Officer” means:

- (i) Chairman, Vice Chairman, Corporate Secretary, and Treasurer as appointed by the Board; and
- (ii) the President.

“President” means a person appointed by the Board to be the President and Chief Executive Officer of AME BC;

“Registered Address” of a Member means the Member's address as recorded in the register of Members; and

“Society Act” means the Act or Society Act of British Columbia from time to time in force and all amendments to it.

1.2 Expressions referring to writing shall be construed as including references to printing, photography, telecommunications, and other electronic modes of reproducing words in a visible form.

1.3 Any words or phrases defined in the Society Act shall, if not inconsistent with the subject or context, bear the same meaning in these bylaws.

**1.4** Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

**1.5** The headings in these bylaws are for ease of reference only and shall be disregarded in interpreting these bylaws.

## **Part 2 - Membership**

**2.1** Any individual or corporation, partnership, syndicate, society or other organization or body shall be entitled to apply for membership in AME BC and shall, upon making their application and paying any prescribed membership fee, become a Member.

**2.2** A membership entitles the Member to attend and vote at the general meetings and to participate in any activities or events sponsored by AME BC that are open for Members. A Member shall have no authority to represent or speak out on behalf of the Society solely by virtue of being a Member.

**2.3** There shall be three classes of individual membership in AME BC, namely:

- (a)** Ordinary Members being those persons who become Members as contemplated in § 2.1;
- (b)** Life Members being those persons who attain the age of 65 years and who have been Members for at least 20 years, or who have been Members for at least 15 years and have served on the Board for at least four years, whose applications to become Life Members have been approved by the Board; and
- (c)** Honourary Life Members being those persons who are appointed Honourary Life Members by the Board for outstanding contribution to AME BC. Honourary Life Members shall enjoy all the rights and privileges of Ordinary Members, but shall not be required to pay any further membership fees.

**2.4 (a)** A Corporate Member shall designate in writing a person to be its authorized representative. That Corporate Member may from time to time substitute another person to be its authorized representative by notice in writing to AME BC.

- (b)** The representative of a Corporate Member shall not be deemed to be a Member or entitled to become or remain as an Officer or Director solely by virtue of being a representative of a Corporate Member.

**2.5** The membership year shall run from January 1 until the conclusion of the annual general meeting in the next subsequent year. Annual membership fees and other charges or assessments may be established from time to time by resolution of the Board.

**2.6** A person shall cease to be a Member of AME BC:

- (a)** upon receipt of their written resignation by the Corporate Secretary at the address of AME BC; or

- (b) upon the death of a Member or the dissolution or other termination of a Corporate Member's existence; or
  - (c) upon being expelled as provided in §2.7; or
  - (d) upon failing to pay any annual membership fee.
- 2.7
- (a) Any Member may make a complaint to AME BC against another Member where the complainant believes that Member's conduct is improper, unbecoming or adverse to the interest or reputation of AME BC or where that Member is alleged to have wilfully committed a breach of these bylaws. The complaint must be in writing, signed by the complainant or complainants and including the particulars of the complaint, and must be delivered to the President.
  - (b) Upon a complaint being received by the President under §2.7(a), the President shall promptly bring the complaint to the Board for consideration.
  - (c) The Board may dismiss the complaint or establish a review committee comprised of not less than three Members, one of whom is a Director, who is not also a member of the Executive Committee, to investigate the nature and substance of the complaint, to obtain information from the Member if the Member so requests, and to prepare a report to the Board with the review committee's recommendation.
  - (d) The Board shall consider the review committee's report promptly following receipt. Board may dismiss the complaint or set a date for the Board to address the complaint at a future date. The Member who is the subject of the complaint shall be given notice in writing of the nature and substance of the complaint and at least 30 days notice of the date for the meeting of the Board to address the complaint. When the matter is before the Board for consideration, that Member shall have the right to appear before the Board with the right to counsel to address the conduct complained of.
  - (e) At the Board meeting held to address the complaint, the Board may make a decision respecting the complaint. The Board, by a vote of three-quarters of the Directors, may expel any Member whose conduct is determined improper, unbecoming or adverse to the interest or reputation of AME BC or who is found to have wilfully committed a breach of these bylaws. The vote shall exclude the Director who was appointed to the review committee to investigate the complaint. A decision to expel the Member shall be provided to the Member in writing. A person expelled as a Member of AME BC may only become a Member upon written application to the Board for reinstatement and the Board approving their reinstatement.

### **Part 3 – Meetings of Members**

**3.1** General meetings of the Members must be held at the time and place, in accordance with the Society Act, that the Directors decide.

- 3.2** Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3** (a) The Board may, whenever it thinks fit, and shall, upon a requisition made in writing by not less than five percent of the Members, convene an extraordinary general meeting.
- (b) The delivering of a requisition, and the extraordinary general meeting to be called pursuant thereto, shall follow the procedures of the Society Act.
- 3.4** (a) Notice of a general meeting must specify the place, day and time of the meeting, and, in case of special business, the general nature of that business.
- (b) The inadvertent omission to give notice of a meeting to, or the non-receipt of a notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.
- 3.5** Where any special business includes the presentation, consideration, approval, ratification or authorization of the execution of any document, then the portion of any notice relating to such document is sufficient if it states that a copy of the document or proposed document is or will be available for inspection by Members at the time and place specified in such notice, and at the meeting.
- 3.6** (a) Not less than 14 days written notice of an annual general meeting of AME BC shall be posted by mail or delivered in a readable electronic form to the Members at their last known address.
- (b) Not less than 14 days written notice of an extraordinary general meeting of AME BC shall be posted by mail or delivered in a readable electronic form to the Members at their last known address.
- 3.7** Annual general meetings must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

#### **Part 4 – Proceedings at General Meetings**

- 4.1** (a) General business is all of the following business conducted at an annual general meeting,
- (i) the adoption of rules of order;
- (ii) the consideration of the financial statements;
- (iii) the report of the Directors;
- (iv) the report of the auditor, if any;
- (v) the appointment of the auditor, if required;
- (vi) the approval of the minutes of the previous annual general meeting; and

(vii) any other business that ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

(b) Special business is all business other than general business and shall be dealt with at an extraordinary general meeting.

4.2 (a) Except as otherwise contemplated in §4.3, a quorum for a general meeting is 25 Members present in person.

(b) No business, other than the adjournment or termination of the meeting, may be conducted at a general meeting at a time when a quorum is not present.

4.3 If within one-half hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved and, in any other case it shall stand adjourned to a time and place to be chosen by the chair, being no later than 10 business days from the date of meeting. If at the adjourned meeting, a quorum is not present within one-half hour from the time appointed, the Members present shall be a quorum.

4.4 Subject to §4.5, the Chairman, the President or the Vice Chairman, or, in their absence, one of the other Directors present, must preside as chair of a general meeting.

4.5 If, at a general meeting at which a quorum is present,

(a) the Chairman is unavailable, there is no President, Vice Chairman, or other Director present within 15 minutes after the time appointed for holding the meeting, or

(b) the Chairman, President, Vice Chairman and all the other Directors present are unwilling to act as the chair,

the Members present must choose one of their number to be the chair for that meeting.

4.6 (a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) It is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting, except if a meeting is adjourned for 30 days or more, in which case seven days notice of the adjourned meeting shall be given to all Members entitled to receive notice of a general meeting.

4.7 A resolution proposed at a general meeting must be seconded. The chair of the meeting is entitled to move or second any resolution (provided that the chair is entitled to vote at the meetings) without the necessity of relinquishing the chair.

4.8 (a) A Member in good standing is entitled to one vote on any resolutions brought before the meeting, which vote may be cast by proxy or by personal attendance at the meeting.

- (b) To be valid, a proxy shall be in writing and signed by the Member in a form approved by the Directors and deposited in accordance with the notice of meeting.
- (c) No person may act as a proxy holder unless that person is a Member.
- (d) In the case of a tie vote, the chair of the meeting will not have a casting or second vote in addition to the vote to which the chair may be entitled as a Member, and, accordingly, the proposed resolution does not pass.
- (e) The votes for the election of Directors shall not be cast by proxy.

**4.9** Unless a poll is directed by the chair of the meeting or is demanded by a Member entitled to vote or its proxy holder prior to a vote, a resolution put to the vote at a general meeting shall be decided on a show of hands. The chair shall declare to the meeting the decision on every question in accordance with the result of the show of hands and proxies or the poll. A demand for a poll may be made orally or in writing, and a demand for a poll may be withdrawn either orally or in writing by the Member who demanded the poll.

**4.10** A Corporate Member, through its authorized representative, is entitled to speak and vote and in all other respects exercise the rights of a Member.

**4.11** The chair of the meeting may appoint any persons present at a general meeting (whether a Member or not) to be scrutineers for the purposes of determining the number of Members present at the meeting both in person and by proxy, distributing and collecting the form of ballot to be used by those entitled to vote on a poll and tallying the votes on such poll. The chair may in good faith rely upon a report by the scrutineers.

## **Part 5 – Election of Directors and Officers**

- 5.1**
- (a) In addition to the qualification requirements under the Society Act, a person must be a Member in good standing to be and remain a Director;
  - (b) Subject to §6.3, and provided there are acceptable candidates as contemplated in §5.3, there shall be a maximum of 25 Directors elected or appointed to the Board as set out in this Part Five.
    - (i) 18 Directors shall be elected by the Members for a term of three years, with six being elected at each annual general meeting together with any other Directors as may be required to fill vacancies on the Board;
    - (ii) A maximum of six Directors shall be appointed annually by the Directors for a term of one year, not including any Directors as may be required to fill vacancies on the Board; and
    - (iii) the President shall be a Director while holding the position of President.

- (c) Nominations for the elected and appointed Directors shall be made by a nominating committee.
- 5.2**
- (a) A nominating committee, comprised of at least five Members, shall be appointed by the Board. The chair of the nominating committee shall also be appointed by the Board.
  - (b) A Director or Officer may serve on the nominating committee but a majority of the nominating committee shall not be Officers or Directors.
- 5.3**
- (a) The nominating committee shall nominate at least six candidates for election as Director each year.
  - (b) Provided acceptable candidates are available, the nominating committee shall nominate six candidates from geographical regions, organizations or other criteria established by the Board for appointment as Directors. These Directors shall serve one year terms.
- 5.4** Nominations of candidates for the six Directors, or such additional numbers as may be required to fill vacancies on the Board, who are elected Directors at large each year may also be made in writing and signed by at least 10 Members. Such nominations signed by the Members making the nomination and accompanied by the written consent thereto of the nominees shall be placed into the hands of the President at least 40 days prior to the annual general meeting.
- 5.5** The list of candidates nominated by the nominating committee for election, signed by the chair of the nominating committee and accompanied by the written consent of the nominees, shall be placed into the hands of the President at least 35 days prior to the annual general meeting.
- 5.6**
- (a) The President shall prepare a ballot containing the names of all candidates nominated by the nominating committee for Board positions and those nominated by the Members under §5.4.
  - (b) The successful candidates for the six Director positions to be elected for a three year term in each year shall be those who have received the highest number of votes in the balloting. In the event of a tie there shall be a lottery draw by a scrutineer appointed by the chair of the meeting placing separate pieces of paper each bearing the name of a candidate in a hat and drawing from it.
  - (c) Upon completion of the counting of the ballots for the election of Directors the scrutineers shall deliver the results of the vote to the chair. The chair shall announce the results to the annual general meeting.
  - (d) The Directors so elected and the Directors appointed under §5.3(b) shall take office at the close of the annual general meeting.
- 5.7** The Chairman and Vice Chairman will be appointed by the Directors at the first meeting of Directors held immediately following the annual general meeting, which meeting will not require any notice to the Directors. The term of the appointment shall be one year.

**5.8** The President and other Officers will be appointed by the Directors for such term or renewal terms as determined by the Directors.

## **Part 6 – Directors, Officers and Executive Committee**

**6.1** The Directors may exercise all such powers and do all such acts and things as AME BC may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by AME BC in general meeting, but subject, nevertheless, to the provisions of:

- (a)** all laws affecting AME BC;
- (b)** these bylaws, and
- (c)** rules, not being inconsistent with these bylaws, which are made from time to time by AME BC in general meeting.

**6.2** No resolution passed by AME BC in general meeting shall invalidate a prior act of the Directors or Executive Committee that would have been valid if that resolution had not been passed.

**6.3** The number of Directors may be changed from time to time by ordinary resolution of the Members.

**6.4** Any Director may be removed by special resolution of the Members.

**6.5 (a)** The Board may at any time and from time to time appoint a Member as a Director to fill a casual vacancy on the Board.

- (b)** In the event of the resignation, death or incapacity of any Officer, the Directors may appoint a successor.

**6.6** No act or proceeding of the Board is invalid only by reason of there being a number of Directors in office which is less than the number prescribed by these bylaws.

**6.7** No Director shall be remunerated for acting as a Director but a Director, upon submitting proper receipts for same, shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of AME BC.

**6.8** The Executive Committee or the Board may by special resolution approve an honorarium to be paid to an Officer or Director on completion of their term.

**6.9 (a)** A Director who is, in any way, directly or indirectly, interested in a proposed contract or transaction involving AME BC shall disclose fully and promptly the nature and extent of the Director's interest to the Board in accordance with the provisions of the Act, and shall abstain from voting on the proposed contract or transaction. A Director thus required to abstain from voting shall be counted for the purposes of determining whether or not a quorum is present at such meeting.

- (b) If a Director fails to comply with §6.9(a) and the Board considers such contract or transaction to have been reasonable or fair to AME BC at the time it was entered into, the Board may, after full disclosure by such Director of the nature and extent of the Director's interest, ratify the contract or transaction by resolution, and failing such approval, the Director shall be accountable to AME BC for any profit made therefrom and, in addition, application may be made to the court to have such contract or transaction set aside.

**6.10** The Executive Committee shall consist of the Chairman, President, Vice Chairman, and two other Directors appointed by the Board. The past Chairman shall be an ex officio member of the Executive Committee.

## **Part 7 – Proceedings of Directors**

- 7.1**
- (a) The Board may meet together at such place as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
  - (b) The Board may from time to time fix the quorum necessary for the transaction of the business and unless so fixed the quorum shall be a majority of the Directors then in office.
  - (c) The Chairman, or, in the Chairman's absence, the Vice Chairman, or in their absence, any person who is present and so appointed by the Directors who are present, shall chair meetings of the Board.
- 7.2**
- (a) A Director may at any time, and the Corporate Secretary, on the request of a Director, shall convene a meeting of the Directors (or of any committee of the Board).
  - (b) Notice of a meeting of the Directors specifying the time and place of such meeting shall be deemed sufficient if given to a Director electronically in writing or orally (including telephone) at least 48 hours before the time fixed for the meeting or such lesser time as may be reasonable under the circumstances, having regard to the exigencies of the situation.
  - (c) It shall not be necessary to give any Director notice of a meeting of the Board which is to take place immediately following the general meeting at which the Director has been elected or notice of a meeting of the Board immediately following a meeting at which such Director shall have been appointed.
  - (d) Inadvertent omission to give notice of a meeting of the Board to, or the non-receipt of notice by any Director, shall not invalidate the proceedings of that meeting.
- 7.3** Any Director who may be absent temporarily from the place at which a meeting is to be held and any Director who by reason of ill-health is unable to attend meetings of the Board may file at the office of AME BC a waiver of notice of meeting and may at any time withdraw such waiver. If a waiver is filed then until it is withdrawn, no notice of meetings of the Board need be sent to such Director and any and all meetings of the Board shall be valid and effective provided that a quorum is present notwithstanding that notice of same has not been given to the Director. The waiver and its withdrawal must be made in writing,

signed by the Director and may be filed by letter, facsimile or other means of electronic transmission. This bylaw shall apply mutatus mutandis to a meeting of a committee.

**7.4** Resolutions arising at any meeting of the Board or of a committee shall be decided by a majority of votes. In case of a tie vote, the chair of the meeting will not have a casting or second vote in addition to the vote to which the chair may be entitled as a Director or committee member, and, accordingly, the proposed resolution does not pass.

**7.5** The chair of the Board or committee meeting is entitled to move or propose a resolution or motion, and to speak on any matter, without relinquishing the chair.

**7.6** A resolution in writing signed by all the Directors, or all of the members of any committee shall be as valid and effective as if it had been passed at a meeting of the Board or of the committee, as the case may be, duly called and held. Such resolution may be in one or more parts each signed by one or more Directors or committee members which together shall be deemed to constitute one resolution in writing. A facsimile copy of a Director or committee member's signature on a resolution shall be as effective as an original signature.

**7.7** Without restricting the generality of Part 7, a meeting of the Board or of a committee may be held by means of a conference telephone call or other communication facilities by which all the Directors or committee members agree to participate in that manner and those participating can hear each other. A Director or committee member (including any person not a member, who is required, or invited, to participate therein), participating in any such telephone conference, or by way of any such other communication facilities, shall be deemed to be present at such meeting which shall be deemed to be held at the location of the chair of the meeting.

**7.8** In addition to delegation to the Executive Committee, the Board may:

- (a)** form and delegate any, but not all, of its powers to standing committees or ad hoc committees comprising such Director or Directors and such other persons as the Directors think fit. At least one Director shall be on every committee established; and
- (b)** form advisory committees comprising such persons as the Board thinks fit, whose function shall be solely advisory to the Board.

Any committee so formed shall comply with any rules or restrictions that may from time to time be imposed on it by the Board, and shall report every act or thing done by it to the earliest meeting of the Board thereafter. Directors, staff of AME BC and any other persons may attend any meeting of a committee at the invitation of the committee.

**7.9** A committee may elect a chair of its meetings, if not already appointed by the Board. If no chair is appointed or elected, or if at any meeting the chair is not present at the time appointed for holding the meeting, the members of the committee may choose one of their number to be chair of the meeting.

**7.10** A committee may meet and adjourn as its members think proper.

## **Part 8 – Duties of Officers**

- 8.1** (a) The Chairman shall be entitled to preside at all meetings of the Members and of the Board.
- (b) The President is the chief executive officer of AME BC and shall direct the business affairs and supervise the staff in the execution of their duties as approved by the Board.
- 8.2** The Vice Chairman shall carry out the duties of the Chairman during the Chairman's absence or other incapacity.
- 8.3** The Corporate Secretary shall:
- (a) conduct the correspondence of AME BC;
- (b) issue notices of meetings of AME BC and the Board;
- (c) keep minutes of all meetings of AME BC and the Board;
- (d) have custody of all records and documents of AME BC except those required to be kept by the Treasurer; and
- (e) have custody of the common seal (if any) of AME BC.
- 8.4** The Treasurer shall:
- (a) keep such financial records, including books of account as are necessary to comply with the Society Act;
- (b) render financial statements to the Board, the Members and others as required; and
- (c) be appointed by the Board on an annual basis for a one year term.
- 8.5** In the absence of the Corporate Secretary from a meeting or if present and the Corporate Secretary abstains from so acting at any time during a meeting, the Board shall appoint another person to act as secretary for that meeting.

## **Part 9 - President**

- 9.1** The Board shall appoint a President and may delegate to the President authority to manage and direct the business and affairs of AME BC, except such matters and duties as by law must be transacted or performed by the Board or by the Members in general meeting, and to employ and discharge agents and employees of AME BC, or may delegate to the President any less power. The President shall comply with all lawful directions as given by the Board and shall at all reasonable times give to the Directors or any Director all information they may require regarding the affairs of AME BC.

## **Part 10 – Assistance to Individuals or Organizations for Education and Advocacy**

**10.1** The Directors may by resolution:

- (a)** provide assistance, pecuniary or otherwise, to individuals and organizations where in the opinion of the Directors such assistance will be of benefit to AME BC or its Members;
- (b)** create divisions, committees and regional groups and delegate to them such powers and authorities as the Directors may see fit;
- (c)** provide for the promotion of better public relations in such manner and by such means as the Directors may see fit, including, without limiting generality, the publication of books, press releases, discussion papers, brochures, newsletters, bulletins, internet-based correspondence, magazines, and periodicals;
- (d)** provide for all other acts reasonably necessary for the management, regulation and well being of AME BC; and
- (e)** establish funds including endowment of such funds for such charitable and other purposes as the Directors may see fit in the interest of AME BC.

## **Part 11 - Seal**

**11.1** The Directors may provide a common seal for AME BC and may destroy a seal and substitute a new seal in its place.

**11.2** The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of either the Chairman or Vice Chairman and either the Corporate Secretary or Treasurer.

## **Part 12 – Borrowing**

**12.1** In order to carry out the purposes of AME BC the Directors may, on behalf of and in the name of AME BC, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

**12.2** A debenture must not be issued without the authorization of a special resolution of the Members.

**12.3** The Members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

### **Part 13 – Auditor**

- 13.1** This Part applies only if AME BC is required or has resolved to have an auditor.
- 13.2** The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
- 13.3** At each annual general meeting AME BC must appoint an auditor, if required to do so, to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 13.4** An auditor may be removed by ordinary resolution of the Members.
- 13.5** An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 13.6** A Member, Director, or employee of AME BC cannot be AME BC's auditor. The auditor may attend general meetings.

### **Part 14 – Notices to Members**

- 14.1** A notice may be given to a Member, either personally, by mail or electronic means to the Member at the Member's registered address.
- 14.2** A notice sent by mail is deemed to have been given on the third business day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 14.3** Notice of a general meeting must be given to:
- (i) every Member shown on the register of Members on the day notice is given, and
  - (ii) the auditor, if Part 13 applies.

No other person is entitled to receive a notice of a general meeting.

### **Part 15 - Limit of Liability and Indemnity**

**15.1** Subject to the limitations contained in the Society Act but without limit to the right of AME BC to indemnify any person under the Society Act or otherwise, AME BC shall indemnify a Director or Officer of AME BC, a former Director or Officer of AME BC, or a person who acts or acted as a Director or Officer of a subsidiary of AME BC, and that person's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by that person in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a Director or Officer of AME BC or a Director or Officer of a subsidiary of AME BC, if

- (i) that person acted honestly and in good faith with a view to the best interests of AME BC, and
- (i) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, that person had reasonable grounds for believing that his or her conduct was lawful.

**15.2** Subject to the Society Act, the Board may cause AME BC to purchase and maintain insurance for the benefit of any person who is or is serving as a Director or Officer of AME BC and his or her heirs and personal representatives against any liability incurred by that person in that capacity.

## **Part 16– Accounts and Records**

**16.1** The Board shall cause records and books of accounts to be kept as necessary to properly record the affairs of AME BC and to comply with all applicable laws.

**16.2** The Board shall determine the place at which the accounting records of AME BC shall be kept and those records shall be open to inspection by any Director during the normal business hours of AME BC.

**16.3** The Board may determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of AME BC shall be open to the inspection of Members, and except as conferred by statute or authorized by the Board no Member shall have any right to inspect any accounting records of AME BC.

**16.4** Entries in AME BC's accounting records may be made by AME BC's treasurer together with such other persons as the Board may from time to time authorize.

**16.5** Entries in any register or other document required to be maintained by AME BC may be made by the Corporate Secretary or by such other person or persons as may from time to time be authorized by the Board.

**16.6** The accounts of AME BC shall be divided into two Funds, a Contingency Reserve Fund (“CRF”), as described below, and a General Fund, which shall hold and account for all residual monies and transactions not related to, or designated to occur in, the CRF. All transactions involving the General Fund shall be authorized and approved at the sole discretion of the Board.

**16.7** There shall be established and maintained a CRF, funded by the historical surpluses of AME BC and comprised initially of an endowment, (the “initial contribution”), the amount of which shall be determined at the sole discretion of the Board. The initial contribution, once made, shall be permanent and non-transferable to the General Fund unless approved pursuant to the provisions of 16.8 and 16.10 below. At the time of the initial contribution, the Board will also define the amount (the “restricted amount”) below which the CRF may not be reduced without the approval of the Members by way of Special Resolution. The restricted amount, once determined by the Board at its sole discretion, may not be altered except by the Members by way of Special Resolution.

**16.8** Revenues of the CRF shall be determined at the sole discretion of the Board. The Board shall also have the exclusive authority to incur expenses for a particular fiscal year from the CRF of up to 10% of the balance of the CRF immediately prior to the commencement of that fiscal year, subject to the provisions of 16.10 below.

**16.9** The Board will, at its sole discretion and on an ongoing basis, determine the composition of all assets comprising the CRF.

**16.10** The CRF may be reduced in balance below the level of the restricted amount only by Special Resolution of the Members. At any level of balance existing in the CRF, the Members may also, by Special Resolution, authorize the disbursement of greater than 10% of that balance in respect of any particular fiscal year.

## **Part 17 – Branch Societies**

**17.1** Subject to the provisions of the Society Act, AME BC may establish and maintain one or more branch societies with such powers, not exceeding the powers of AME BC, as AME BC confers.

**17.2** Subject to the provisions of the Society Act, the Board may provide for the use of any branch society a seal, which shall include on its face the geographic location of the branch society or other distinguishing word or words, and the word “Branch”.

## **Part 18 – Bylaws**

**18.1** On being admitted to membership, each Member is entitled to, upon request, and AME BC must give the Member without charge, a copy of the constitution and bylaws of AME BC.

**18.2** These bylaws may not be altered or added to except by special resolution of the Members.

**18.3** In the case of any dispute as to the interpretation of these bylaws, or, as to any matter affecting AME BC not provided for by the bylaws, the chair of any general meeting at which such dispute arises shall make a ruling thereon and such determination made in good faith shall be final and conclusive. In arriving at the chair’s decision such chair may obtain the advice of solicitors for AME BC.



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