Utility Vegetation Management Association

BYLAWS

ARTICLE I - PREAMBLE

1.1 The Society

The name of the society is the **Utility Vegetation Management Association.**

ARTICLE 2-THE BY-LAWS

2.1 The Bylaws

The following articles set forth the Bylaws of the Utility Vegetation Management Association.

ARTICLE 3 - DEFINING AND INTERPRETING THE BYLAWS

3. 1 Definitions

In these Bylaws, the following words have these meanings.

3.1.l ***Act*** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

3.1.2 ***Annual General Meeting*** means the annual general meeting described in Article 5.1

3.1.3 ***Board*** means the Board of Directors of this Society.

3.1.4 ***Bylaws*** means the Bylaws of this Society as amended.

3.1.5 ***Director*** means any person elected or appointed to the Board. This includes the President and the immediate Past President.

3.1.6 ***General Meeting*** means the Annual General Meeting and a Special General Meeting.

3.1.7 ***Member*** means a Member of the Society.

3.1.8 ***Officer*** means any Officer listed in Article *6.2.*

3.1.9 ***Registered Office*** means the registered office for the Society.

3.1.10 ***Register of Members*** means the register maintained by the Board of Directors containing the names of the Members of the Society.

3.1.11 ***Society*** means the **Utility Vegetation Management Association.**

3.1.12 ***Special meeting*** means the special general meeting described in Article *5.2.*

3.1.13 ***Special Resolution*** means:

(a) a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75 % of the voting Members who vote in person;

(b) a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or

(c) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

3.1.14 ***Voting Member*** means a Member entitled to vote at the meetings of the Society.

3.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

3.2.1 ***Singular and Plural:*** words indicating the singular number also include the plural, and vice-versa.

3.2.2 ***Corporation:*** words indicating persons also include corporations.

3.2.3 ***Headings*** are for convenience only. They do not affect the interpretation of these Bylaws.

3.2.4 ***Liberal Interpretation:*** these Bylaws must be interpreted broadly and generously.

ARTICLE 4 - MEMBERSHIP

4.1 Classification of Members

There are two categories of Members: (a) Full Members and (b) Honourary Members. Any adult who has an interest in supporting the objects of the society is qualified to become a Member of the Society, upon payment of the required membership fee. Membership in the Society is not transferable.

4.1.1 Full Members

To become a Full Member, an individual must pay the annual membership fees for Full Members and be approved by a majority of the Board of Directors.

4.1.2 Honourary Members

An individual may become an Honourary Member if the Board of Directors pass a unanimous motion at a regular board meeting.

4.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

4.3 Membership Fees

4.3.1 Membership Year
The membership year is **January 1 to December 31.**

4.3.2 Setting Membership Fees
The Board decides annual membership fees for each category of Members.

4.3.3 Payment Date for Fees
The annual membership fees must be paid on or before **March 1** of every year.

4.4 Rights and Privileges of Members

4.4.1 Any Member in good standing is entitled to:
(a) receive notice of meetings of the Society;
(b) attend any meeting of the Society;
(c) speak at any meeting of the Society; and
(d) exercise other rights and privileges given to Members in these bylaws.

4.4.2 Voting Members
The only Members who can vote at meetings of the Society are full Members in good standing who are at least eighteen (18) years old.

4.4.3 Number of Votes
A Voting Member is entitled to one (1) vote at a meeting of the Society.

4.4.4 Member In Good Standing
A Member is in good standing when:
(a) the Member has paid membership fees or other required fees to the Society; and
(b) the Member is not suspended as a Member as provided for under Article 4.5.

4.5 Suspension of Membership

4.5. 1 **Decision to Suspend**
The Board, at a Special Meeting called for that purpose, may suspend a Member's membership not more than three (3) months, for one or more of the following reasons:

(a) if the Member has failed to abide by the Bylaws;
(b) if the Member has been disloyal to the Society;
(c) if the Member has disrupted meetings or functions of the Society; or
(d) if the Member has done or failed to do anything judged to be harmful to the Society.

452 .2 Notice to the Member

4.5.2.1 The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.

4.5.2.2 The notice will be sent by single registered mail or by electronic means to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

4.5.2.3 The notice will state the reasons why suspension is being considered.

453 Decision of the Board

4.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.5.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

4.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.5.3.4 The decision of the Board is final.

4.6 Termination of Membership

4.6.1 Resignation

4.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

4.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his or her name is removed from the Register of Members.

4.6.2 Death

The membership of a Member is ended upon their death.

4.6.3 Deemed Withdrawal

4.6.3.1 If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation.

4.6.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

4.6.4 Expulsion

4.6.4.1 The Society may, by Special Resolution at a Special General Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

4.6.4.2 This decision is final.

4.6.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

4.7 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

4.8 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, they are liable for any debts owing to the Society at the date of ceasing to be a Member.

4.9 Limitation on the Liability of Members

No Member is, in their individual capacity, liable for any debt or liability of the Society.

ARTICLE 5 - MEETINGS OF THE SOCIETY

5.1 The Annual General Meeting

5.1.1 The Society holds its Annual General Meeting no later than **June 15** of each calendar year, in **Leduc,** Alberta or by electronic format. The Board sets the place, day and time of the meeting.

5.1.2 The Secretary mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

(a) adopting the agenda;
(b) adopting the minutes of the last Annual General Meeting;
(c) considering the President's report;
(d) reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
(e) appointing the auditors;
(f) electing the Vice-President (first step to a three year succession term to become President);
(g) electing the Members of the Board;
(h) considering matters specified in the meeting notice .

5.1.4 Quorum

Attendance by 20% of the Members at the Annual General Meeting is a quorum.

5.2 Special General Meeting of the Society

5.2.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

(a) by a resolution of the Board of Directors to that effect; or

(b) on the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or

(c) on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

5.2.2 Notice

The Secretary mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

5.2.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

5.3 Proceedings at the Annual or a Special General Meeting

5.3.1 Attendance by the Public

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.3.2 Failure to Reach Quorum

The President cancels the General Meeting if a quorum is not present within one half(½) hour after the set time. If canceled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one half(½) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3 Presiding Officer

5.3.3.1 The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

5.3.3.2 If neither the President nor the Vice-President is present within one-half(½) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.

5.3.4 Adjournment

5.3.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.4.3 The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

5.3.5 Voting

5.3.5.1 Each Voting Member, has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

5.3.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.3.5.3 A Voting Member may not vote by proxy.

5.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.3.5.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

5.3.5.6 Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

5.3.5.7 Members may withdraw their request for a ballot.

5.3.5.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.3.6 Failure to Give Notice of Meeting

No action taken at a General Meeting is invalid due to:

(a) 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.

5.3.7 Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

ARTICLE 6 - THE GOVERNMENT OF THE SOCIETY

6.1 The Board of Directors

6.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

6.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:

(a) Promoting the objects of the Society;
(b) Promoting membership in the Society;
(c) Hiring employees, to operate the Society;
(d) Regulating employees' duties and setting their salaries;
(e) Maintaining and protecting the Society's assets and property;
(f) Approving an annual budget for the Society;
(g) Paying all expenses for operating and managing the Society;
(h) Paying persons for services and protecting persons from debts of the Society;
(I) Investing any extra monies;
(j) Financing the operations of the Society, and borrowing or raising monies;
(k) Making policies for managing and operating the Society;
(1) Approving all contracts for the Society;
(m) Maintaining all accounts and financial records of the Society;
(n) Appointing legal counsel as necessary;
(o) Making policies, rules and regulations for operating the Society and using its facilities and assets;
(p) Selling, disposing of, or mortgaging any or all of the property of the Society; and
(q) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

6.1.3 Composition of the Board

The Board consists of:

(a) the President;
(b) **No less than 3 and no more than ten (10)** Directors-at-large elected at the Annual General Meeting from among the Voting Members; and
(c) the immediate Past President, if any.

6.1.4 Election of the Directors and the Vice-President

6.1.4.1 At the first Annual General Meeting of the Society, the Voting Members elect the following Directors:

(a) Three (3) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected;

(b) Three (3) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected; and

(c) Four (4) Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these Directors were elected.

6.1.4.2 At each succeeding Annual General Meeting of the Board, Voting Members elect the number of Directors required to fill the vacancies created by the Directors whose term has been completed, each newly elected Director serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected.

6.1.4.3 Voting members may re-elect any Director of the Board for a maximum of three (3) consecutive terms. Additional terms beyond three (3) consecutive terms must be approved by majority vote of members present at the Annual General Meeting.

6.1.4.4 Voting members elect the Vice-President at the Annual General Meeting. The Vice-President can only serve for a maximum of three (3) consecutive terms, rotating from Vice-President to President and then Past President. Additional terms beyond three (3) consecutive terms must be approved by majority vote of members present at the Annual General Meeting.

6.1.4.5 Only those persons who are current members in good standing in the Society are eligible to run for election to the Board of Directors of the Society.

6.1.5 Resignation, Death or Removal of a Director

6.1.5.1 A Director including the President and immediate Past President, may resign from office by giving one (1) months' notice in writing. The resignation takes effect either at the end of the months' notice, or on the date the Board accepts the resignation.

6. 1.5.2 Voting Members may remove any Director including the President and the immediate Past President, before the end of their term. There must be a majority vote at a Special General Meeting called for this purpose.

6.1 .5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM .

6.1.6 Meetings of the Board

6.1.6.1 The Board holds at least four (4) meetings each year.

6.1.6. 2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.

6. 1.6.3 Ten (10) days' notice for Board meetings is given to each Board Member by mail or electronic means. There may be five (5) days' notice by telephone. Board Members may waive notice.

6. 1.6.4 A majority of the Directors present at any Board meeting is a quorum.

6.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least five (5) Directors present at this later meeting is a quorum.

6.1.6.6 Each Director, including the President and the Past President, has one (I) vote.

6. 1. 6.7 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

6.1.6.8 Meetings of the Board are open to Members of the Society, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.

6.1.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

6.1.6.10 A meeting of the Board may be held in-person or by electronic meeting platform. Directors who participate in this call are considered present for the meeting.

6.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.1.6.12 A Director may waive formal notice of a meeting.

6.2 Officers

6.2.1 The Officers of the Society are the President, Vice-President, Secretary and Treasurer.

6.2.2 Voting Members elect the Vice-President, Secretary and Treasurer at the Annual General Meeting for the following year. Such an election shall be by a majority vote of the Members and be accomplished by a show of hands or audible communication unless a ballot is demanded by any member.

6.2.3 The Vice-President, Secretary and Treasurer hold office for a term of one (1) year or until the next duly called Annual General Meeting of the Society or until a successor is elected.

6.2.4 The Vice-President assumes the office of President in the 2nd year and the office of Past President in the 3rd year. However, if voted on by the majority of the members during the AGM the Past President can be elected as Vice-President if there are no nominees for that vacancy.

6.3 Resignation, Death or Removal of an Officer

6.3.1 An officer may resign from office by giving one (1) month's notice in writing to the Board of Directors. The resignation takes effect either at the end of the month's notice or on the date the Board accepts the resignation.

6.3.2 Voting Members may remove any Officer before the end of their term. There must be a majority vote at a Special General Meeting called for this purpose.

6.3.3 If there is a vacancy for any office, the Voting Members may appoint a Member in good standing to fill that vacancy from among the Board of Directors

6.4 Duties of the Officers of the Society

6.4.1 The President:

* supervises the affairs of the Board,
* when present, chairs all meetings of the Society, the Board and the Executive Committee;
* is an *ex officio* member of all Committees, except the Nominating Committee;
* acts as the spokesperson for the Society;
* chairs the Executive Committee; and
* carries out other duties assigned by the Board.

6.4.2 The Vice-President:

* presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.
* replaces the President at various functions when asked to do so by the President or the Board;
* chairs the Personnel Committee;
* is a member of the Executive Committee; and
* carries out other duties assigned by the Board.

6.4.3 The Secretary:

* attends all meetings of the Society, the Board and the Executive Committee,
* keeps accurate minutes of these meetings;
* has charge of the Board's correspondence;
* makes sure a record of names and addresses of all Members of the Society is kept;
* makes sure all notices of various meetings are sent;
* makes sure annual fees are collected and deposited;
* keeps the Seal of the Society;
* files the annual return, changes in the directors of the organization,
* amendments in the bylaws and other incorporating documents with the Corporate Registry; and
* carries out other duties assigned by the Board.

6.4.4 The Treasurer:

* makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
* makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
* makes sure an audited statement of the financial position of the Society is

prepared and presented to the Annual General Meeting;

* chairs the Finance Committee of the Board;
* is a member of the Executive Committee; and
* carries out other duties assigned by the Board.

6.4.5 The Past President:

* chairs the nominating committee; and
* carries out other duties assigned by the Board.

6.5 Board Committees

6.5.1 Establishing Committees

The Board may appoint committees to advise the Board.

6.5.2 General Procedures for Committees

6.5.2.1 A Board Member chairs each committee created by the Board.

6.5.2.2 The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees;
- provides reports to each Board meeting at the Board's request.

6.5.2.3 Two (2) days' notice is mailed or delivered to each member of the committee. Delivery may also take place by electronic means. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

6.5.2.4 A majority of the committee members present at a meeting is a quorum.

6.5.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

6.6 The Executive Director

6.6.1 The Board may hire an Executive Director to carry out assigned duties

6.6.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

6.6.3 The Executive Director acts as the administrative officer of the board in:

* attending board, and other meetings, as required;
* hiring, supervising, evaluating and releasing all other paid staff;
* interpreting and applying the Board's policies;
* keeping the Board informed about the affairs of the Society;
* maintaining the Society's books;
* preparing budgets for Board approval;
* planning programs and services based on the Board's priorities; and
* carrying out other duties assigned by the Board

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The Registered Office of the Society is located in **Leduc, Alberta.** Another place may be established at the Annual General Meeting or by resolution of the Board.

7.2 Finance and Auditing

7.2.1 The fiscal year of the Society ends on December 31s **t** of each year.

7.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. A qualified accountant appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the Society, the audited statements for the previous year.

7.3 Seal of the Society

7.3.1 The Board may adopt a seal as the Seal of the Society.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of the Society

7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society . Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign his own paycheque.

7.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5 The Keeping and Inspection of the Books and Records of the Society

7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.

7.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.

7.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice in writing to the President or the Secretary of the Society of their intention to do so.

7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

7.5.6 All financial records of the Society are open for such inspection by the Members .

7.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

7.6 Borrowing Powers

7.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

7.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

7.7 Payments

7.7. 1 No Member, Director or Officer of the Society receives any payment for their services as a Member, Director or Officer.

7.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

7.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director or Officer from acts of fraud, dishonesty, or bad faith.

7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society, unless the act is fraud, dishonesty or bad faith.

7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 8 - AMENDING THE BYLAWS

8.1 These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.

8.2 The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws.

8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 9 - DISTRIBUTING ASSETS AND DISSOLYING THE SOCIETY

9.1 The Society does not pay any dividends or distribute its property among its Members.

9.2 If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.