

By-Laws
MYRTLE POINT GOLF CLUB

Part A.0 – Interpretation

- A.1. Unless the context otherwise requires:
- (a) **“Board”** means the Board of Directors of the Society;
 - (b) **“Director”** means a person elected or appointed to serve on the Board of Directors pursuant to these By-Laws;
 - (c) **“Society”** means the Myrtle Point Golf Club;
 - (d) **“Registered Address of a Member”** means the member’s address as recorded in the register of members;
 - (e) **“Ordinary Resolution”** means a resolution passed in a general meeting by a majority of not less than 50% of the votes of the membership present and entitled to vote;
 - (f) **“Special Resolution”** means a resolution passed in a general meeting by a majority of not less than 75% of the votes of the membership present and entitled to vote;
 - (g) **“Society Act”** means the Society Act of British Columbia from time to time in force and all amendments to it;
 - (h) **“Founding Member”** means a person who, having been accepted by the Board of Directors and having paid the subscription fee, became a member of the Society on or prior to June 30, 1993;
 - (i) **“Associate Member”** means a person who, having been accepted by the Board of Directors and having paid the prescribed entrance fee, or having acquired the rights to another member’s subscription or entrance fee under policy approved by the Board became a member of the Society after June 30, 1993;
 - (j) **“General Manager”** means one or more persons appointed or hired by the Board of Directors from time to time to fulfill the duties of the “General Manager”.
- A.2. The definitions in the Society Act on the date these By-Laws become effective apply to the Society’s By-Laws.
- A.3. Words importing the singular include the plural and vice versa, and words importing a person include a female person, a male person, and a corporation mutatis mutandis.

Part B.0 – Membership

- B.1.** The members of the Society shall be those founding and associate members in good standing.
- B.2.** In a format established by the Board, a person may apply to the Board for admission as an associate member. Upon acceptance of the application of the member and payment of the prescribed entrance fee, the applicant becomes a member of the Society.
- B.3.** Members in good standing shall have the rights and privileges in the use of the Society’s facilities as determined by the Board from time to time.

- B.4.** The Board shall determine the entrance fees and the annual membership dues for each category of membership. The schedule of fees and dues applicable to each category of membership shall be authorized by the Board and shall be recorded in writing and made available to any member or potential member on request. The General Manager, if any, shall be responsible for the written record.

Membership categories shall be as follows:

Adult Member: A playing person of the full age of 19 years, who has purchased a Founding or Associate membership.

Family Members: Two playing persons who are related to each other as follows: spouse, parent, adult child, sibling, grandparent, adult grandchild and any in-laws of the same description, who have purchased a Founding or Associate Membership.

Corporate Member: A corporation, partnership, or proprietorship that has purchased a Founding or Associate membership. A Corporate member designates one adult member as the nominal corporate member, who may be changed one annually.

Corporate Umbrella: A corporation, partnership or proprietorship that has purchased a Founding or Associate membership under which up to four designates may golf for payment of full annual dues for each employee. Designates may be changed once a year. The corporation will designate one voting member.

Social Member: A non-playing member who has purchased a Founding or Associate membership and has been accepted by the Board as a Social Member. A Social member shall have clubhouse privileges and such other privileges as may be prescribed by the Board and recorded in its policy from time to time.

Non-resident Member: A member who has purchased a Founding or Associate membership, and who principal residence and postal address is outside the Regional District of Powell River. A Non-resident member may transfer to playing member upon application to the Board. A Non-resident membership includes seven rounds of golf annually, at the discretion of the Board.

Honorary Life Member: An Honorary Life membership may be granted in recognition of distinguished services to the Club, or upon 40 years of continuous membership in the Club. An Honorary Life member is elected by unanimous vote of the Board, and shall not be required to pay any fees or assessments.

Inactive Member: A Founding or Associate Member who has been granted inactive status by the Board under policy established by the Board from time to time. An Inactive member who complies with such Board policy shall be considered in good standing. Notwithstanding anything in these By-Laws, an inactive member shall be entitled to vote for Directors or at meetings of members.

- B.5.** Other types of playing privileges shall be established at the discretion of the Board. Fees, assessments, and conditions of play for each group shall be determined by the Board and reviewed annually.

- B.6.** Every member must uphold the Constitution and comply with these By-Laws.

- B.7.** A person ceases to be a member of the Society:

(a) on a member's death, or in the case of a corporation, on its dissolution or bankruptcy;

- (b) on being expelled;
- (c) upon acceptance by the Board of a person's resignation from the Society.

B.8. A Founding or Associate Member shall be 19 years of age or older.

B.9. A Corporate Member shall designate annually, a natural person to exercise the member's voting rights.

Part C.0 – Suspension and Expulsion of Members

C.1. The board may designate, in writing, an officer who shall have the power to suspend a member or other user of the Society's facilities for a period not exceeding 7 days. The suspension shall be effective immediately from the time the member or user is advised of the suspension. Any such suspension shall be reported to the President immediately and to the Board at the next regular meeting of the Board.

C.2. The Board may suspend a member or other user for a period not exceeding 30 days for just cause, or where the welfare, safety, or protection of property or persons is endangered, or may expel a member or user for just cause, subject to the procedure outlined in C.3. "Just cause" includes the failure of a member to maintain good standing for a period of 2 months or more.

C.3. A member shall not be expelled or suspended beyond 7 days, without first being notified of the charges and being given the opportunity to be personally heard by the Board at a meeting called for that purpose. A member shall be given written notice of the Board Meeting and reasons(s) for the proposed expulsion or suspension. The member shall be entitled to be heard personally by the Board. The expulsion or suspension shall be approved by a two-thirds majority vote of the Board present at a validly constituted Board meeting.

Part D.0 – Resignation of Members

D.1. A member may resign from the Society by delivering a resignation in writing to the Society's secretary or registered address of the Society. The resignation shall be effective upon receipt by the Secretary or at the Society's registered address. The resignation of a member does not negate the financial obligations of the member for all dues or assessments owing by the member to the club prior to the resignation of the member.

D.2. (a) A Founding Member shall be entitled to redeem the face value of the member's "subscription" when the member resigns. The member may be paid when the member is the next person on the priority list as stated in D.3 and when there are sufficient funds in the Redemption Refund Fund to cover the refund.

(b) An Associate Member may be entitled to a partial redemption of the member's entrance fee according to the plan established by the Board at the time of the member's admission to membership. The member may be paid when the member is the next person on the priority list as stated in D.3 and when there are sufficient funds in the Redemption Refund Fund to cover the refund.

D.3. The Board shall maintain a list, based on the date of the request, indicating the priority of redemption of former members who have applied for full or partial redemption of subscription or entrance fee.

Part E.0 – Fees, Dues, and Assessments

- E.1.** Entrance Fees, annual membership dues, and terms of payment shall be set by the Board and reviewed annually.
- E.2.** Entrance Fees and surcharges, if any, specifically designated by the Board for application to the Redemption Refund Fund shall be used to refund subscriptions and entrance fees resulting from membership resignations. Where no request for refunds is outstanding, entrance fees shall be placed in a fund to be used for major capital improvements.
- E.3.** Special membership assessments deemed necessary by the Board shall be approved by Special Resolution of the membership. Such assessment shall be due on the date established by the Board.
- E.4.** Members having any fee, due, or assessment owing after the time for payment set by the Board, shall be deemed to be not in good standing and shall not be entitled to vote at any meeting of the membership, and shall, subject to part C.0 of these By-Laws be subject to suspension or expulsion.
- E.5.** A member not in good standing shall be notified according to Board policy then in effect.
- E.6.** A member who remains not in good standing for 60 days for non-payment of any fee, due, or assessment, shall be struck from the membership register.
- E.7.** Green fees for visitors and guests shall be set by the Board and reviewed annually.
- E.8.** All other fees and charges associated with the golf course shall be approved by the Board annually.

Part F.0 – Reinstatement

- F.1.** A member who has resigned from the Society, or has been expelled, or is not in good standing may make application for reinstatement. The Board may reinstate a member on such terms and conditions as deemed appropriate.

Part G.0 – Meetings of Members

- G.1.** General meetings of the Society shall be held at the time and place that the Board decides in accordance with the Society Act.
- G.2.** Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
- G.3.** The Board may, when they think fit, convene an extraordinary general meeting and shall convene such a meeting upon the written request of 10% of members in good standing at the time of the request.
- G.4.** All members in good standing shall have the right to attend general meetings of the Club. Other persons may be present at the invitation of the President or at the request of the Board.
- G.5.** At least 14 days of written notice shall be given specifying the place, day, and hour of the meeting, and, in the case of special business, the general nature of that business.
- G.6.** The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

- G.7.** An Annual General Meeting shall be held in the month of March.
- G.8.** The order of business at the Annual General Meeting shall be:
- (a) Report as to quorum;
 - (b) Minutes from the previous Annual General Meeting;
 - (c) Treasurer's Report and Consideration of the Financial Statements;
 - (d) President's Report;
 - (e) Committee Reports;
 - (f) Report of the Nominating Committee;
 - (g) Election of Board;
 - (h) Appointment of the auditor, if required;
 - (i) Other business that, under these By-Laws, out to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the Board issued with the notice convening the meeting.
- G.9.** The order of business at an Extraordinary General Meeting shall be as follows:
- (a) Reading of Notice of Meeting;
 - (b) Report as to quorum;
 - (c) Business covered by the notice;
 - (d) Adjournment.
- G.10.** Business, other than the election of a Chair and the adjournment or termination of the meeting, shall not be conducted at a general meeting at a time when a quorum is not present.
- G.11.** If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- G.12.** A quorum shall be 40 members present or a greater number that the members may determine at a general meeting.
- G.13.** If within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, must be terminate, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- G.14.** Subject to paragraph G.15, the President of the Society, the Vice President or, in the absence of both, one of the other Board present must preside as Chair of a general meeting.
- G.15.** If at a general meeting:

- (a) there is no President, Vice President, or other Director present within 15 minutes after the time appointed for holding the meeting; or
- (b) the President and all the other Board present are unwilling to act as the Chair;

the members present must choose one of their number to be the Chair.

- G.16.** 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.
- G.17.** When a meeting is adjourned for 10 days or more, notice of an adjourned meeting must be given as in the case of the original meeting.
- G.18.** Except as provided in this By-Law, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- G.19.** The Chair of a meeting may move or propose a resolution.
- G.20.** In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which the Chair may be entitled as a member, and the proposed resolution does not pass.
- G.21.** An Associate or Founding member in good standing present at a meeting of members is entitled to one vote.
- G.22.** Voting may be by show of hands, except for the election of Board.
- G.23.** Proxy votes shall be permitted at any meeting of the members. Proxies must be in a form approved by the Board and presented to the Chair prior to the start of the meeting.
- G.24.** Only members who are in good standing may vote proxy votes and in no case shall a member vote more than two proxy votes.
- G.25.** A Corporate Member may vote by its authorized representative, who is entitled to speak and vote and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.
- G.26.** A rule, made by the Society in a general meeting, does not invalidate a prior act of the Board that would have been valid if that rule had not been made.

Part H.0 – Board of Directors

- H.1.** The affairs of the Club shall be managed by a Board of Directors which may exercise all the powers of and do all the acts and things that the Society may exercise and do, and that are not inconsistent with:
 - (a) all laws affecting Society;
 - (b) these By-Laws; and
 - (c) rules, not being inconsistent with these By-Laws, that are made from time to time by the Society in a general meeting.
- H.2.** The Board shall be composed on nine (9) elected Directors who shall be elected in accordance to the provisions in I.0.

- H.3.** The immediate past president shall be an ex-officio member of the Board, if he is no longer an elected member of the Board. As an ex-officio member, he shall be entitled to attend and speak at meetings of the Board but shall not be entitled to vote.

Part I.0 – Board and Officers

- I.1.** Directors shall be elected for a 3 year term and must retire at the end of their elected term. They are eligible for re-election.
- I.2.** Directors shall be elected pursuant to the following process:
- (a) An election shall be held at each annual meeting to elect Directors for all vacancies existing in the Board of directors as a result of the expiration of their terms and resignations;
 - (b) The number of Directors who term expires shall always represent 1/3 of the total number of Board at the time of the election;
 - (c) The election shall be by closed ballot;
 - (d) Nominations may be made by a nominating committee appointed by the President and approved by the Board;
 - (e) Each member in good standing possesses one vote for each vacancy on the Board;
 - (f) The declaration of the Chairperson of a person's election shall be deemed final but the Chairperson may order a recount of votes.
- I.3.** Any regular Member in good standing who has been a member of the Club for not less than one (1) full year preceding the date of nomination shall be eligible to be elected as a Director.
- I.4.** The President shall, not later than the second week in January in each year, appoint a Nominating Committee Chaired by a person other than the Current President, who is a Past President who is currently on the Board or alternatively by another Director if there is not currently on the Board a member who has served as President, and which shall include three (3) regular members, none of whom have served in the same capacity the previous year.
- I.5.** Such committee shall nominate, in writing, candidates equal in number to and for the vacancies to be filled and shall deliver those nominations, together with a brief biography and the written consent of each nominee to act if elected, to the Secretary no later than six weeks prior to the Annual General Meeting.
- I.6.** The Secretary shall forthwith post the names of these nominees on the Club bulletin board over the name of the Nominating Committee.
- I.7.** Voting shall be done by secret ballot on which shall appear, in alphabetical order, the full names of the nominees nominated by the Committee. Nominations shall be accepted from the floor and added to the ballot. In the event the number of candidates is equal to the number of available positions, there shall be no balloting and the nominees will be declared elected by acclamation. Each nominee or other candidate shall have the opportunity to address the meeting prior to the vote being taken.
- I.8.** No later than (14) days prior to the Annual General Meeting, the Secretary shall mail to regular members a listing of all candidates nominated for the vacant positions on the Board along with the biographies prepared by the nominees.

- I.9.** If a Director resigns his or her office or otherwise ceases to hold office, the President, with the assent of the Board, must appoint a member to take the place of the former Director.
- I.10.** A Director appointed as in paragraph I.9 holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for re-election at the meeting.
- I.11.** An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
- I.12.** The members may, by special resolution, remove a Director, before the expiration of the Director's term of office, and may elect a successor to complete the term of office.
- I.13.** A Director must not be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
- I.14.** A Director who is not a member in good standing shall not attend a meeting of the Board and, if not returned to good standing within a period of 30 days, shall forthwith be requested to resign from office.
- I.15.** The Board may dismiss a Director for sufficient cause by an affirmative vote of the majority of Directors then in office. One such cause shall be the failure of a Director to attend at least 75% of the meeting of the Board in any year of the term of office or the absence of a Director from more than three (3) consecutive meetings, unless that absence is excused by the Board for good and sufficient cause.

Part J.0 – Roles & Responsibilities

- J.1.** The Board may meet at the places they think fit or the President may designate to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- J.2.** At any meeting of the Board, a majority of the Directors then in office shall constitute a quorum.
- J.3.** The President is the Chair of all meetings of the Board, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President must act as Chair, but if neither is present, the Directors present may choose one of their number to be the Chair at the meeting.
- J.4.** Special Meetings of the Board may be called by the President, acting on personal initiative, or upon the written application of three (3) members of the Board. Notice shall be given to all Directors by mail or telephone not less than three (3) days before the date of such meeting and state the purpose thereof. No business other than that stated in the notice shall be transacted.
- J.5.** The Board may delegate any, but not all, their powers to committees consisting of the Director or Directors, as they think fit, but may not delegate final responsibility for any action taken by a committee.
- J.6.** A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done.
- J.7.** A committee must elect a Chair of its meetings, if no Chair has been appointed. If at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Board present, who are members of the committee, must choose one of their number to be the Chair of the meeting.

- J.8.** The members of a committee may meet and adjourn, as they think proper, but the President shall be informed of all such meetings prior to the meeting taking place.
- J.9.** Except as otherwise provided in these By-Laws all decisions of the Board shall be by majority vote, including the vote of the President. In the case of a tie vote, the Chair does not have a second or casting vote.
- J.10.** The Chair of a meeting may move or propose a resolution.
- J.11.** A resolution in writing, signed by all Directors or a resolution, in between regular Board meetings, consented to by each and every director in writing (although not signed) by electronic communication sent by such director from the electronic address given by such director to the Board for the purpose of Board Communications and placed with minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- J.12.** Employees, contractors, or outside parties other than the Secretary or Recording Secretary, shall sit during a meeting of the Board only at the invitation of the Chair and only for that part of the Agenda as determined by the Chair. At the ruling of the Chair, the Board may also meet in camera.
- J.13.** Members of the Club shall be allowed to attend regular meetings of the Board to address a specific subject or subjects upon having notified the Secretary and having been placed on the agenda with the agreement of the President.

Part K.0 – Powers and Duties of the Board

- K.1.** The Board may engage a General Manager, a full-time staff member who shall serve as Secretary of the Club and who shall assume certain of the Treasurer’s responsibilities as delegated by the Board.
- K.2.** In addition the other specific powers and duties contained in this By-Law and the Society’s Act, the Board may:
- (a) elect from among themselves the persons to act as President, Vice President, Treasurer and Board Secretary;
 - (b) fix the fees and charges and conditions for non-members for use of the facilities of the Society;
 - (c) appoint, employ or dismiss any officer or employee of the Club;
 - (d) formulate Society policy, prescribe rules and regulations for the clubhouse, golf course, and grounds, and other Club facilities, and enforce the observance thereof;
 - (e) do all other things which it may deem necessary for the proper operation and management of the Society.

Part L.0 – Roles & Responsibilities

- L.1.** The President shall be the Chief Executive Office of the Club and shall:
- (a) perform all duties incidental to the office of President;
 - (b) supervise the other Officers;

- (c) call and preside at all general meeting of the Club and meetings of the Board;
 - (d) ensure all rules of the Club are enforced;
 - (e) be an ex-officio member of all committees;
 - (f) exercise such other authority as may be granted to the President by the Board.
- L.2.** The Vice President, in the absence of the President, shall perform all of the duties of the President. If the office of President should become vacant, the Vice President shall hold that office during such vacancy. The Vice President shall be an ex-officio member of all committees.
- L.3.** The Treasurer shall:
- (a) be the Chair of the Finance Committee if any and shall act as the liaison between the Board and the General Manager on treasury-related activities;
 - (b) render financial statements to the Board, members, and others when required.
- L.4.** The Board shall delegate to the General Manager responsibility for the following treasury functions:
- (a) the collection of registration, annual membership, and other fees or assessments;
 - (b) the custody and control of all funds and the regular banking of such funds;
 - (c) the disbursement of Club funds only as authorized by the Board, keeping proper vouchers for all monies disbursed together with complete and regular accounts in accordance with a system satisfactory to the Board;
 - (d) the insuring of the assets of the Club in accordance with Board policy.
- L.5.** The General Manager shall perform all legal duties incidental to the office of Secretary and shall:
- (a) conduct the correspondence of the Club and see that such correspondence is properly preserved and filed until otherwise disposed of by the Board;
 - (b) issue notices of meetings of the Club and the Board;
 - (c) keep, or arrange to have kept through the services of a Recording Secretary, minutes of all meetings of the Club and the Board;
 - (d) maintain the register of members in which shall be entered an accurate record of memberships, suspensions, expulsions, and resignations together with a register of member's names, home and business addresses, and telephone numbers and email addresses if any;
 - (e) notify in writing each applicant for membership whose application is approved by the Board and transmit to each new member a membership card, copy of these By-Laws, a copy of the Constitution and a copy of the current policies of the Board, and a copy of the Club rules in such form as may be authorized and approved by the Board;
 - (f) file with the Registrar of Companies, Victoria, British Columbia, all notices, returns, resolutions or documents required under the Society Act of the Province of British Columbia;

- (g) have custody of the common seal of the Club;
- (h) perform all other duties consistent with the office of Secretary as may be assigned by the Board.

L.6. The General Manager shall be the chief operational office of the Club and, subject to directions from time to time given by the Board, shall:

- (a) be responsible for the day to day management of all aspects of the Club's activities;
- (b) guide and assist the Board in development and formulation of policies and programs; and
- (c) have such other duties and authority as may be delegated by the Board.

Part M.0 – Seal

M.1. The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

M.2. The common seal must only be affixed in the presence of, and official documents of the society must only be signed on behalf of the society by, such persons as are specified from time to time by Board resolution and if no such persons are so specified, the President and one of the following: Vice President, Board Secretary, or Treasurer.

Part N.0 – Financial Matters

N.1. In order to carry out the purposes of the Society, the Board may, on behalf of and in name of the Society, borrow from its line of Credit sums up to a total of \$200,000.00 for (i) operation purposes (ii) the purpose of making additions and improvements as approved in current budgets with the power and authority to execute such security as may be required, or (iii) in case of emergency to protect the assets of the Club.

N.2. A debenture must not be issued without the authorization of a special resolution.

N.3. Any borrowing in excess of the amount stipulated in Article N.1 shall only be done pursuant to a Special Resolution approving such borrowing. Notwithstanding any provisions herein contained, the real property of the Club shall not be sold, mortgaged or otherwise encumbered, except on the passing of a Special Resolution granting the necessary authority.

N.4. The members may, by special resolution, further restrict the borrowing powers of the Board, but a restriction imposed expires at the next Annual General Meeting.

N.5. All disbursements of Club funds not allowed for in approved budgets shall receive prior Board approval.

N.6. The Club shall bank with a provincially or federally registered financial institution.

N.7. Two (2) signatures shall be required on all cheques issued by the Club, one of which must be that of the Treasurer, President, or another Officer designated by the Board.

Part O.0 – Auditor

O.1. This part applied only if the Society is required or has resolved to have an auditor.

O.2. At each Annual General Meeting, the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting, or until the

Society becomes non-reporting and is no longer required, by law or the membership to have an auditor, whichever shall first occur.

- O.3.** An auditor may be removed by ordinary resolution.
- O.4.** An auditor must be promptly informed in writing of the auditor's appointment or removal.
- O.5.** A Director or employee of the Society must not be its auditor.
- O.6.** The auditor may attend general meetings.

Part P.0 – Fiscal Year

- P.1.** The fiscal year of the Society shall end on the 31st day of December.

Part Q.0 – Notices

- Q.1.** A notice may be given to a member, either personally or by mail to the member at the member's registered address or by email to the email address designated by the member for the purpose of notices.
- Q.2.** A notice sent by mail is deemed to have been given on the second 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.
- Q.3.** Notice of a general meeting must be given to every member shown on the register on the day notice is given.
- Q.4.** Notice for any meeting of members shall be 14 days.
- Q.5.** Notice of a general meeting must be given to the auditor if Part "O" applies.

Part R.0 - By-Laws

- R.1.** On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the Constitution and By-Laws of the Society.
- R.2.** These By-Laws must not be altered, cancelled or amended except as follows:
 - (a) notice of any alteration, cancellation or amendment shall be given with notice of any meeting to confirm the alteration, cancellation or amendment at least 14 days prior to the meeting;
 - (b) the alteration, cancellation or amendment is adopted if confirmed by 75% of the members present at the meeting.