

Sustainable Energy Co-op of Gabriola

RULES

Part 1 — INTERPRETATION

1.01 Definitions

In these Rules:

“Act” means the *Cooperative Association Act* of British Columbia from time to time in force and all amendments to it;

“Alternate” means a person elected or appointed by a member to represent it at meetings of the Association;

“Association” means the Sustainable Energy Co-op of Gabriola;

“Board of Directors” means the board of directors of the Association, **“Board”** has the same meaning;

“Consensus” means achieving unanimous agreement or agreement where no party opposes a motion;

“Director” means a person elected or appointed under these Rules;

“Sustainable Energy Co-op of Gabriola” means the cooperative incorporated with that name under the *Cooperative Association Act* of British Columbia;

“Meeting” means a general meeting or a special meeting of the members duly held under the Rules of the Association;

“Member” means a member of the Association;

“Memorandum” means the Association's Memorandum of Association and all amendments, additions, deletions or replacements from time to time in force and effect;

“Rules” means these Rules and all amendments, additions, deletions or replacements from time to time in force and effect;

1.02 Application of definitions

Subject to Rule 1.01, words and expressions defined in the Act as they read on the date these Rules come into force apply to these Rules, with the necessary changes. If there is a conflict or inconsistency between the Act and these Rules, the Act governs.

Part 2 — MEMBERSHIP

2.01 Open membership

Membership in the Association is open in a non-discriminatory manner to individuals and eligible organizations that can use the services of the Association and are willing and able to accept the responsibilities of membership.

2.02 Admission of members

An individual or eligible organization that wishes to become a member must submit to the Association a written application for membership in the form provided by the Association for that purpose and payment for the minimum number of membership shares required under Rule 2.04 for membership in the Association. Applications will be considered and approved or declined by the Board.

2.03 Qualifications of members

- (1) To be eligible in the Association, an individual member must be at least 16 years of age, and
 - a) a resident of Gabriola, and/or
 - b) owns property on Gabriola.
- (2) To be eligible in the Association, an organization must operate on Gabriola or own property on Gabriola.

2.04 Membership Share Requirement

Each member must, as a condition of membership, subscribe to a membership share.

2.05 Effective date of membership

Membership is effective on the day that the application for membership is approved under Rule 2.02.

2.06 Register of members

The Association must keep and maintain a register of members in accordance with the Act.

2.07 Withdrawal from Membership

A member may withdraw from membership in the Association by

- a) giving written notice to the Directors of the member's intention to withdraw, and
- b) surrendering any share certificates in respect of membership shares.

2.08 Effective Date of Withdrawal

The membership of a member ceases on the date the member has complied with the requirements of Rule 2.07.

2.09 Notice of death or bankruptcy of individual member

Notice to the Association of the death or bankruptcy of an individual member has the same effect as a notice of intention to withdraw.

2.10 Notice of bankruptcy, liquidation or dissolution of eligible organization member

Notice to the Association of the bankruptcy, liquidation or dissolution of a member that is an eligible organization has the same effect as a notice of intention to withdraw.

2.11 Grounds for termination of membership

The Association may terminate the membership of a member in accordance with the Act if

- a) the member has engaged in conduct detrimental to the Association; or
- b) the member has not paid money due by the member to the Association within a reasonable time after receiving written notice to do so from the Association; or
- c) in the opinion of the Directors, based on reasonable grounds, the member
 - (i) has breached a material condition of an agreement with the association; and
 - (ii) has not rectified the breach within a reasonable time after receiving written notice to do so from the Association.

2.12 Appeal of termination of membership

The right of appeal of a person whose membership in the Association is terminated for a reason set out in Rule 2.11 a) to c) is governed by the Act.

2.13 Effect of termination, withdrawal or other cessation of membership

When a member withdraws from membership or a membership is terminated or ceases for any reason, all rights and privileges attached to membership cease except the right to require the Association to redeem the member's membership shares. The cessation of membership does not release the former member from any debt or obligation owed to the Association unless the instrument of debt or obligation states otherwise.

PART 3 - JOINT MEMBERSHIP

3.01 Joint membership

There will be no joint membership.

PART 4 - SHARE STRUCTURE

4.01 Authorized share structure

The authorized share structure of the Association is set out in the Memorandum of Association.

4.02 Investment Shares

The Association may issue, only to members, the classes of Investment shares set out in Column 1 below with the special rights and restrictions set out opposite in Column 2.

<p style="text-align: center;">Column 1</p> <p style="text-align: center;">Class of Investment Shares</p>	<p style="text-align: center;">Column 2</p> <p style="text-align: center;">Special Rights and Restrictions</p>
<p>Class A Investment Shares</p>	<ul style="list-style-type: none"> • Par value \$100. • May be held by members and non-members. • May be transferred from one shareholder to another in a form approved by the Directors, with their approval. • Subject to any governing agreement, Class A investment shares shall be redeemable after a period of 5 years from purchase, or on the shareholder’s withdrawal from membership. • Class A investment shares shall bear a rate of return that may be determined from time to time by the Directors. • On winding up or dissolution of the association, Class A investment shares shall be redeemed after satisfaction of its liabilities, costs, charges and expenses properly incurred in the dissolution or winding up, but prior to membership shares.

PART 5 - PAYMENT FOR SHARES

5.01 Payment for shares

Except as provided in this Rule, the Association must not issue or allot membership or investment shares unless the shares are paid for in full in accordance with the Act.

5.02 Redemption of shares

(1) The Association may, by a resolution of the Board, redeem any of its membership shares at par value, and on the terms specified by the resolution, and the Association may reissue its shares.

(2) Redemption of Class A Investment Share will be subject to the shareholder agreement.

(3) Subject to the Shareholder Agreement no more than ten per cent (10%) of the number of Class A Investment shares issued and outstanding at the beginning of any fiscal year shall be redeemed in that fiscal year.

5.03 Redemption of shares on cessation of membership

(1) Subject to these Rules and the Act and provided no liens exist which the Association may have against such shares, the Association must redeem the membership shares of an organization or an individual that withdraws from membership, whose membership is terminated, or whose membership ceases for any reason.

(2) In the event a membership is terminated by the Association, the membership share must be reimbursed immediately at par value.

(3) The amount paid on redemption of a membership share must not exceed the amount paid up on the share.

(4) The Board may defer redemption of membership shares for a period not exceeding three years from the date that membership ceases. If redemption is not made within 90 days from the date that membership ceases, interest shall be paid on the redemption amount at a rate, if any, to be determined by the Board, not to exceed 8 per cent per annum, calculated annually not in advance from the date that membership ceases to the date when payment is made.

5.04 Lien on shares

The Association has a lien on a member's shares for a debt due it by the member, and may on 30 days notice in writing set off the debt due it against the shares of the member.

PART 6 - SHARE CERTIFICATES

6.01 Entitlement to Share Certificates

The Association must issue certificates in respect of investment shares in accordance with the Act

6.02 Form of Share Certificate

Every share certificate issued by the Association must comply with the Act and be in a form approved by the Directors.

6.03 Manual signing of share certificates

Each share certificate issued by the Association must be signed manually by at least one Director of the Association.

6.04 Lost or destroyed share certificates

If a share certificate is lost, stolen, or destroyed, the Association must issue to the member entitled to the lost, stolen or destroyed certificate a new share certificate as a replacement if:

- a) the Association has no notice that the lost, stolen or destroyed certificate has been acquired by a purchaser for value who entered into the transaction honestly and without notice of any adverse claim, including a claim that a transfer was or would be wrongful;
- b) the Directors are satisfied that the certificate is lost, stolen or destroyed;
- c) the Association receives payment of the reasonable fee, if any, required by the Directors for the issue of a replacement certificate; and
- d) the Association receives the indemnity, if any, the Directors consider appropriate.

PART 7 - TRANSFER OF SHARES

7.01 Eligibility for transfer

Class A Investment shares may be transferred with the approval of the Directors.

7.02 Requirements of instrument of transfer of Class A Investment Shares

- (1) An instrument of transfer of Class A investment shares in the Association must
 - a) be in writing in a form approved by the Directors
 - b) specify the number and class of shares being transferred, and
 - c) be executed and dated both by the transferor and transferee, or an attorney authorized in writing by the transferor or transferee, as applicable, or if the transferor or transferee is

an eligible organization, by a duly authorized director, officer or attorney of the organization.

(2) The transferor remains the holder of the shares until the name of the transferee is entered in the register of members or the register of investment shareholders.

7.03 Effective date of transfer of shares

A transfer of shares does not take effect until

- a) any lien of the Association on the shares has been satisfied,
- b) the transfer has been authorized by the Directors, and
- c) the name of the transferee is entered in the register of members if applicable, and in the register of shareholders.

7.04 Registering a transfer

The Directors must immediately enter the name of the transferee in the register of members with respect to the transfer of a share when

- a) the requirements set out in Rule 7.03 (a) and (b) have been met;
- b) a duly executed instrument of transfer with the certificate issued in respect of the share attached has been delivered to the Association; and
- c) that certificate has been cancelled.

7.05 Respect of lien on transfer or assignment of shares

The Association may refuse to register a transfer or acknowledge an assignment of membership shares, investment shares, dividends or interest affected by a lien established by the Act.

PART 8 — GENERAL MEETINGS

8.01 Annual general meetings

The Association must hold its first and subsequent general meetings within the time provided by the Act, and at a time and place determined by the Directors.

8.02 Business at annual general meeting

(1) At the first general meeting and at each annual general meeting the following business must be considered:

- a) Report of the Board

- b) Report on actions and decisions demonstrating that the Association is embodying the values articulated in the International Principles of Co-operation of the International Co-operative Alliance in its daily activities
- c) Financial statement
- d) Auditor's report, if applicable
- e) Election or appointment of Directors
- f) Appointment or waiver of appointment of an auditor, if applicable
- g) Resolutions from the Board and the members, if any; and
- h) Other business agreed to by the members

(2) The business of the Annual Meeting will be conducted in the order approved by the members at the Annual Meeting.

8.03 Special general meetings

The calling of a special general meeting by the Board, either on their own initiative or in response to a requisition by the members, must be in accordance with the Act.

8.04 Record date

(1) The record date for any general meeting is the 14th day before the date of the meeting of members.

(2) Only those members whose names are entered on the register of members on the record date are entitled to vote at the general meeting.

8.05 Notice of general meetings of the Association

(1) Notice of the annual general meeting must be sent to each member not less than 21 days before the meeting.

(2) Notice of any special general meeting must be sent to each member not less than 14 days before the meeting.

(3) Notice of the annual general meeting and any special general meetings may be delivered by mail or email, in accordance with the Act.

(4) If special business is to be considered at a general meeting, the notice of the meeting under Rule 8.05 (1) must state the nature of the special business in sufficient detail to permit a member to form a reasoned judgement concerning the business.

(5) If a special resolution is to be proposed at a general meeting, the notice under Rule 8.05 (1) and (2) of that meeting must include:

- a) The full text of the special resolution; or
- b) If the full text of the special resolution is too lengthy for convenient inclusion in the notice, a summary of the text in sufficient detail to permit a member to form a reasoned judgement concerning the special resolution. If the notice contains a summary of the text, the notice must also state the place where the full text of that special resolution can be read or copied.

(6) A copy of the financial statement that is to be placed before a general meeting must be provided to the members via email, mail or on the Association's website at least 10 days before the date set for the meeting.

(7) If a general meeting is adjourned for fewer than 30 days, it is not necessary to give notice of the adjourned meeting other than by announcement at the first meeting that is adjourned, but if a general meeting is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting must be given in the same manner as for the original meeting.

8.06 Quorum

(1) The quorum for the transaction of business at a general meeting is 25% of members or 10 members, whichever is greater, entitled to vote at the meeting.

(2) No business, other than the adjournment of the meeting, may be transacted at any general meeting unless a quorum is present at the commencement of the meeting, and if at any time during the meeting there ceases to be a quorum present, any business then in progress is suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) If, within one hour from the time appointed for a general meeting, a quorum is not present, the meeting

- a) if convened by requisition of members, must be dissolved, and
- b) In any other case, stands adjourned to the same day in the next week at the same time and place, unless the place of meeting is changed out of necessity.
- c) If at the adjourned meeting referred to in (b), a quorum is not present within 1/2 hour from the time appointed, the members present in person are deemed to constitute a quorum.

8.07 Minutes of meetings

The minutes of all resolutions and proceedings at a General Meeting must be recorded in books provided by the Directors for that purpose.

8.08 Persons entitled to be present

(1) The only persons entitled to be present at a general meeting are members, the auditor of the Association, if any, and others who are entitled or required under any provision of the Act or these Rules to be present.

(2) A person who is not entitled to be present at a general meeting under Rule 8.09 (1) may be admitted to a meeting only with the consent of the members at the meeting.

(3) The Association may permit members to participate in general meetings and vote by telephone or other communications medium in accordance with the Act.

8.09 Meeting protocol

Unless otherwise provided by the Rules or the Act, general meetings will be conducted using consensus decision-making, as described in Rule 12.04, with any changes or other rules of order approved by members.

PART 9 — VOTING AT GENERAL MEETINGS

9.01 Actions to be determined by ordinary resolution

At a general meeting, every motion must be determined by ordinary resolution unless otherwise required by the Act or these Rules.

9.02 Voting structure

(1) Every member is entitled to 1 vote.

(2) No person may be a representative for more than one member or organization.

9.03 Voting by proxy

Voting by proxy is not allowed.

9.04 Mail and electronic ballots

The Association may permit members to participate in general meetings and vote by mail or electronic ballot in accordance with the Act.

9.05 Consensus required to pass a special resolution

Consensus, as defined in Rule 12.04, is required to pass a special resolution of the members.

PART 10 — BOARD OF DIRECTORS

10.01 Number of Directors

The Board consists of a minimum of 5 and a maximum of 9 Directors.

10.02 First Directors

The first Directors are taken from the subscribers to the Memorandum, and they will hold office until the close of the first annual general meeting.

10.03 Qualifications for Directors

(1) At the time of their election and during their term of office, all Directors must be members and their dues must not be in arrears.

(2) No person can be or remain a Director who

- a) has been found by a court to be of unsound mind;
- b) has the status of an undischarged bankrupt; or
- c) fails to meet or maintain other qualifications specified in the Act or in these Rules.

(3) In addition to the qualifications required by the Act, Directors must not be employees of the Association, and must resign if they become an employee.

10.04 Powers of the Board of Directors

(1) The Board will manage or supervise the management of the business of the Association. The Board may exercise all the powers of the Association that the Act or these Rules require the members to exercise. As permitted by the Act, the Board may delegate any of its powers by resolution to a committee of Directors.

(2) To the extent permitted by the Act, and where not prohibited by the Rules or by resolutions passed by the members, the Board may

- a) borrow money on the credit of the Association; or
- b) invest the funds of the Association in the manner it considers appropriate.

Part 11 — ELECTION, APPOINTMENT, AND REMOVAL OF DIRECTORS

11.01 Election at annual general meeting

- (1) At the first annual general meeting, a simple majority of Directors will be elected for a two-year term and the remaining Directors will be elected for a one-year term.
- (2) At all subsequent annual general meetings, Directors will be elected to a two-year term unless the Board turnover becomes unbalanced in which case one or more Directors will be elected to a one-year term so that a simple majority of Directors are elected for a two-year term.
- (3) If the number of nominees in an election for Directors exceeds the number of Directors to be elected at the election, the election of Directors must be by secret ballot.
- (4) If the number of candidates nominated for Director is equal to the number of Directors to be elected, those nominated candidates are declared elected and no election is required.
- (5) For the election or appointment of a Director to be valid, consent of the candidate must be provided in accordance with the Act.
- (6) A member may nominate a candidate for Director either before or at an annual general meeting at which a Director is to be elected. This nomination must be in writing.
- (7) The term of office of a Director ends at the end of the annual general meeting at which a replacement is elected.

11.02 Vacation of office

- (1) The office of a Director is vacated by a Board resolution when the Director
 - a) no longer qualifies for office under the Act;
 - b) has been absent without leave of the Board from three consecutive regular Board meetings, in which case the office is vacated;
 - c) resigns by written notice;
 - d) Is removed from office by a special resolution passed at an Annual General Meeting; or
 - e) dies.
- (2) Provided a quorum of Directors remains in office, the Board may fill any vacancy in the Board, by an ordinary resolution, from among persons qualified to be Directors of the Association. A Director so appointed only holds office until the close of the next annual general meeting. No more than 50 percent of the Directors can be so appointed. If more than 50 percent of the Director positions are vacant, the Board must call a special general meeting to conduct an election of Directors.

11.03 Maximum years on Board

The maximum number of consecutive years a Director can serve on the Board is 6.

Part 12 — MEETINGS OF DIRECTORS

12.01 Time and place of meetings

(1) Meetings of the Board must be held at the time and place on Gabriola Island that the Board decides.

(2) The Board may include in its meetings participation by Directors via telephone or video, or other communications facility, as long as all persons participating in the meeting can communicate adequately with each other during the meeting.

12.02 Notice of meeting

(1) The date of a Board meeting will be set by the Directors.

(2) In an emergency, any two Directors of the Association may call a meeting of the Directors by giving each Director at least 48 hours written or oral notice of the meeting.

(3) If a meeting is called in an emergency or to decide on any of the following matters, notice of the meeting must specify the purpose of or the business to be transacted at the meeting:

- a) A question or matter requiring approval of the members;
- b) Filling a vacancy on the Board;
- c) Filling a vacancy in the office of auditor;
- d) Issuing shares;
- e) Redeeming shares issued by the Association;
- f) Approving a financial statement of the Association; or
- g) Making decisions that by the Act or these Rules are required to be made by a vote of greater than a majority of the Directors.

(4) If a quorum of Directors is present, the Directors newly elected at an annual general meeting and the Directors whose terms of office do not expire at the end of that meeting, without notice, may hold a meeting of the Board immediately after that general meeting.

(5) The accidental omission to give notice of any meeting to, or the non-receipt of any notice by, a Director does not invalidate any proceedings at that meeting.

12.03 Quorum of the Board

A quorum of the Board is a majority of the Directors' positions.

12.04 Decision-making at meetings

(1) Unless otherwise required by the Act or these Rules, questions or resolutions arising at any meeting of the Directors are to be decided by consensus as follows:

- a) The goal is to reach consensus on all issues addressed by the Board.
- b) It is recognized that there are degrees of agreement in consensus decision-making:
 - (i) Full agreement to support a decision.
 - (ii) Ability to "live with" the decision.
 - (iii) Stand aside. (A member does not necessarily agree with a decision, but will not block it.) Member may request formal recognition of a stand aside in the minutes.
 - (iv) Not ready to make a decision.
 - (v) No agreement.
- c) Consensus is defined as general agreement (points (i), (ii) & (iii) above) by the Directors on the Board.
- d) A consensus agreement may be revisited only with the consensual support of the Board.

(2) When consensus cannot be achieved and an impasse is reached the following procedure will be implemented:

- a) Those disagreeing must provide a description of the interests not accommodated by the proposal at hand, alternative proposals for how those interests could be accommodated and a description of how these alternative proposals accommodate the interests of others.
- b) In response, those agreeing with the original proposal must convey how it meets the interest of those disagreeing, as well as how it could be amended to better meet these interests.
- c) If consensus is not reached using 12.04.02 (a) and 12.04.02 (b), the following process shall be used:
 - (i) Issues that do not require an immediate decision will be set aside and brought back at the next meeting to be resolved.
 - (ii) Issues brought back after being set aside or issues requiring an immediate decision will be decided by an 75% super majority.

12.05 Minutes of Directors' meetings

The minutes of the proceedings of the Directors must be kept in accordance with the Act.

12.06 Transaction of business without a meeting

(1) A resolution of the Directors may be passed without a meeting in accordance with the Act and these Rules.

(2) A resolution referred to in Rule 12.06 (1) is effective from the date specified in the resolution, but that date must not be before the day on which the last Director consents in writing to the resolution. If there is not unanimous agreement, the decision must go through the full decision-making process at a Directors meeting

(3) For the purposes of a resolution referred to in Rule 12.06 (1), consent may be provided by telephone, email, facsimile transmission, or any other digital or analogue method of transmitting legibly recorded messages.

12.07 Meetings by other means

A Director may participate in a meeting of the Directors or of any committee of the Directors by means of telephone or other communications medium in accordance with the Act.

12.08 Member attendance at Board meetings

(1) At the discretion of the Directors, Board meetings may be open to all members of the Association.

(2) Where the subject of business for consideration by the Board is of a personal nature or where confidentiality is otherwise deemed by the Board to be in the best interest of the Association or a member, the Board may hold some meetings or parts of meetings in camera. The minutes of the in-camera portion of the meeting will be noted and held separately from the minutes of the meeting.

12.09 Working groups of Directors

(1) Working Groups of Directors may be created by a resolution of the Board.

(2) The Board is responsible for setting policy for the operations of each working group.

Part 13 — DIRECTORS

13.01 Responsibilities of Directors

The Board as a whole is responsible for the duties outlined in the Act.

13.02 Remuneration

The Directors are volunteers and will not receive remuneration for their efforts as Directors of the Association.

13.03 Powers and duties of Directors

Subject to the Act, the Board may specify the powers, duties and responsibilities of the Directors appointed, and may vary, add to, or limit the powers, duties, and responsibilities of the Directors.

13.04 Conflict of Interest Rules for Directors

The Directors of the Association are governed by the disclosure and conflict of interest rules set out in the Act.

Part 14 — INDEMNIFICATION OF DIRECTORS

14.01 To the extent permitted by the Act, the Association indemnifies current and former Directors and officers.

Part 15— FINANCES

15.01 Borrowing and Investing Powers

The Directors may, for the purposes of the Association, on behalf of the Association, but only with the permission of the members as documented in a special resolution:

- a) Borrow money on the credit of the Association;
- b) Issue, sell or pledge securities of the Association;
- c) Give guarantees;
- d) Use the property of the Association as security for a loan or repayment of debt;
- e) Invest the funds of the Association in the manner it considers appropriate; and
- f) Delegate the powers referred to in (a) through (e) by Resolution to any Director of the Association as the Board sees fit.

15.02 Auditor

At each Annual General Meeting the members may, subject to the Act, waive the appointment of an Auditor by a special resolution of the members, or appoint an auditor to audit the accounts of the Association. If an auditor is appointed, the auditor will hold office until the close of the

next Annual Meeting. The Board may fill any vacancy in the office of the auditor that occurs between Annual Meetings, subject to the provisions of the Act.

15.03 Accounting records

The Directors must cause accounts to be kept in accordance with the Act.

15.04 Financial year

The financial year of the Association will be determined by the Board.

15.05 Use of surplus funds

(1) Should any surplus be realized at the end of the Association's fiscal year, that amount shall be reinvested in the activities of the Association or distributed to the members as dividends.

(2) The Directors must set aside reserves for meeting contingencies of at least 10% of the surplus funds arising from the operations of the Association in each financial year.

(3) Subject to the Act and these Rules, reserves must be available to meet contingencies and until required for that purpose may be employed in any manner the Directors consider appropriate.

Part 16 — DISPUTE RESOLUTION

16.01 Any dispute between members, or between a member and any person aggrieved who has, for not more than six months ceased to be a member, arising out of the affairs of the co-operative, shall first be discussed between the disputants themselves in the presence of a mutually agreed upon mediator who shall attempt to help the parties resolve the dispute in a manner acceptable to them both. In the event that such disputes are not satisfactorily resolved through mediation, they shall be submitted to the same arbitration process described in Rule 16.02.

16.02 Any dispute arising out the affairs of the Association, between members, or any person aggrieved who has for not more than six months ceased to be a member, or any person claiming through such a member or person aggrieved under the Rules, and the Association or a Director, and not resolved under Rule 16.01 shall be referred to an arbitration committee of three persons at least two of whom shall be members of the cooperative.

16.03 The arbitration committee shall have regard to applicable dispute resolution policies adopted by the co-operative and in force at the time the dispute arose.

16.04 The decision of the arbitration committee shall be final and binding on all parties and may be enforced on application to the Supreme Court.

Part 17 — NOTICES AND SERVICE OF DOCUMENTS

17.01 Notice to Directors, members, and other persons

Unless otherwise specified in the Act or these Rules, any notice or other document required to be served on or given to a Director, member, or any other person must be in writing and is sufficiently served or given if it is:

- a) Delivered personally;
- b) Delivered to the person's last known address, as recorded in the Association's register of members or other record of the Association;
- c) Mailed by prepaid mail to the person's last known address, as recorded in the Association's register of members or other record of the Association;
- d) Sent to the person by facsimile transmission to a telephone number provided for that purpose; or
- e) Sent via email to an address provided by the Director, member, or any other person for that purpose.

17.02 Notice to Association

Unless otherwise specified in the Act or these Rules, any notice or other document required to be served on or given to the Association must be in writing and is sufficiently served or given if it is:

- a) Delivered to the registered office of the Association;
- b) Mailed to the registered office of the Association by prepaid mail;
- c) Sent by facsimile transmission to a telephone number provided for that purpose;
- d) Sent to an email address provided for that purpose; or
- e) Served in accordance with the Act.

Part 18 — CORPORATE SEAL AND EXECUTION OF INSTRUMENTS

18.01 Execution of documents where no seal

If the Directors have not adopted a seal for the Association, instruments may be executed on behalf of the Association by:

- a) Any 2 Directors; or
- b) One or more Directors or other persons as determined by resolution of the Directors.

Part 19 — RECORDS

19.01 Records of the Association

Retention of, and entitlement and access to, records of the Association are governed by the Act.

Part 20 — ALTERATION TO RULES

20.01 Alteration to Rules

Rules can be made, amended or repealed by Special Resolution passed at a Meeting called for that purpose or at any Annual General Meeting of the Association.

Signed on _____, 2018.

Steven Earle

Fay Weller (Witness to all Signatures except Fay Weller)

Bill McCaugherty

Robert McKechnie

John Peirce

Jan Pullinger

Hans van Kessel

Fay Weller

Witness