

**CANADIAN MILL SERVICES ASSOCIATION**

**MEMBERSHIP PACKAGE**

**June 2003**

## **Organization**

The formation of Canadian Mill Services Association came about in early 1994 after an in-depth review and reorganization of the Council of Forest Industries. At that time, the Lumber Operations Department merged with the Pacific Lumber Inspection Bureau to form an autonomous agency to provide a package of services to include grade stamping, quality assurance, training and education, plant health certification, JAS certification, mill audits and other special programs on a fee for service basis.

Our membership companies are located throughout British Columbia and on . From our offices in New Westminster, British Columbia we represent:

- **76 Voting Members** who receive our full range of services
- **45 Associate Members** who receive Heat Treatment/Kiln Dry certification services
- 19 mills certified to various JAS wood product accreditations

All aspects of the forest products industry are represented in the CMSA membership to include the primary sawmills, secondary manufacturers, wholesalers and shippers.

The Executive Board of Directors consists of 10 CMSA membership representatives who are elected annually, to direct the affairs of CMSA.  
(as of June, 2003)

## **Membership**

The Board of Directors will upon receipt of a written application, in its discretion, admit as a member any company engaged in some aspect of the forest industry or in producing forest products.

There are two classes of membership: Voting Members and Associate (Non-Voting) members. Voting members must be engaged in the production of wood products and are entitled to grade inspection services. Associate members may be wholesalers, shippers or mills which do not require grading services.

## Fee Structure

Monthly Dues	Voting Members	Associate Members	Non Members
Large Mill (+ 75mmbm)	\$750.00/mo.	N/A	N/A
Medium Mill (25-74mmbm)	\$500.00/mo.	N/A	N/A
Small Mill (<25mmbm)	\$250.00/mo.	N/A	N/A
Remanufacturer 1	\$100.00/mo.	N/A	N/A
Remanufacturer 2	\$250.00/mo.	N/A	N/A
ALS/CLS Dues (for Grade Stamping Mills)	ALS/CLS dues are simply a flow through cost, fees we collect on behalf of the Canadian Lumber Standards and American Lumber Standards:  NLGA Annual dues - \$0.0115 per MBM Total Production for Non-CWC member companies and \$0.009 for CWC member companies. CLS Annual dues - \$.05 per MBM North American Shipments.	N/A	N/A
*CFIA Plan Health Program Registrant	\$100.00/mo.	\$100.00/mo.	N/A
*Australian Plant Health Program Registrant	\$100.00/mo.	\$100.00/mo.	N/A
* For mills registered to both programs, the monthly fee would be \$150.00/mo for two programs.			

Operating Service Fees	Member		Non-Member
*Grade stamp services (NLGA/BS4978/**JAS	\$550 manday + expenses***		
Reinspection Service	\$550 manday + expenses		\$650 manday + expenses
Mill Audits/Performance Management	\$600/day		\$700/day
* NLGA/CLS/ALS/JAS administration costs not included ** Members and affiliates only *** "location" travel billed at equivalent manday charge			

Education Services	Member		Non-Member
ALSP/WRC Grading Classes	\$350.00		\$450.00
Tally Correspondence	\$120.00		\$180.00
In-House Grading Classes	\$95/student +books		\$125/student +books

## **Core Activities Outlined**

### ***Quality Control***

Canadian Mill Services is accredited by the Canadian Lumber Standards Accreditation Board and the American Lumber Standards Board of Review as a certified inspection agency. The association is also recognized as a Registered Foreign Certification Organization (RFCO) by Japan for JAS Certification.

To ensure we provide timely and regular inspections to all our member companies, highly qualified supervisors are available for the Lower Mainland including Vancouver Island and the Northern BC region. Each member receives monthly inspections of their products to assure conformance to industry standards and to assist member mills in producing high quality products.

### ***Education and Training***

Canadian Mill Services offers a wide range of educational programs, again, on a fee for service basis. These courses include but are not limited to:

<b>Lumber Grading Classes</b>	In-depth, all species and western red cedar, lumber grading classes to update and educate our member's employees with regard to all relevant grading rules.
<b>Lumber Tallying Course</b>	This program is offered as a correspondence course. The course consists of eight lessons covering the fundamentals of basic lumber tallying and figuring.
<b>Quality Assurance Seminar</b>	<p>This seminar is conducted over a period of five full days. Some main objectives include: identifying key elements of a Quality Assurance Program, understanding the economics of value and value recovery, establishing a clear understanding of correct lumber manufacturing techniques and how to measure the efficiency of sawmill performance.</p> <p>Instructors for this seminar bring with them combined experience in the European and Japanese market places. As well, their experience encompasses both Coastal and Interior management.</p>
<b>Lumber and Plywood Product Knowledge Seminar</b>	This program is designed to provide basic information on products manufactured by BC Lumber mills and Plywood plants. For perspective, the program includes background on the forest industry, trade practices and wood products terminology. The main emphasis of the program is concerned with species and product identification, product end-uses, and the fundamentals of lumber and plywood grading.

<b>Sawing and Wood Machining</b>	This program provides state-of-the-art sawing and planing technology transfer fundamentals to production personnel. It will focus on understanding the relationships between feed speeds and saw design parameters which will allow operators to run their machines for maximum volume while maintaining sizes within established limits. It also introduces some of the major problems associated with sawing and planing and how they may be avoided resulting in less downtime and greater productivity.
<b>Lumber Manufacturing &amp; Recovery</b>	This program is designed to take a comprehensive look at correct operating procedures in all aspects of the conversion of logs to finished lumber. The course is designed for production employees and sessions will be a mixture of topics with both lecture and practical “hands-on” exercises.
<b>Size Control</b>	This is a two-day workshop designed to provide practical hands on training both on the computer and in the sawmill. The course is suited for those actively responsible for providing an accurately sawn product.
<b>Lumber Drying</b>	This is a two-day workshop designed to include introductory concepts and terms used in lumber drying. This course is suited for not only kiln personnel but would prove beneficial for quality control supervisors, processing managers or planer foremen.
<b>Log Scaling</b>	This seminar is a two-day office and field based overview of coastal scale rules and their application. It is specifically designed for individuals requiring an understanding of log scaling but not expecting work as log scalers. This program would be ideal for mill and lumber grading personnel wishing to relate their work to log grades and log grading procedures

<b>Master Lumberman Program</b>	<p>In 1989, the Master Lumberman Program was introduced as a system of education, evaluation and recognition for all individuals in the lumber industry. Individuals build up credits for courses taken and for industry experience. The credits make an individual eligible for one of three levels of recognition and achievement - Certified Lumberman, Expert Lumberman and Master Lumberman.</p> <p>The programs was designed with such objectives in mind as:</p> <ul style="list-style-type: none"> <li>-Developing industry leaders in the areas of quality assurance and sawmill operations</li> <li>-Providing incentives for individuals to develop themselves in the lumber industry, and</li> <li>-Providing a means to formally recognize the knowledge, skills and achievements of our people within the lumber industry.</li> </ul> <p>For more information on this program or any of our courses contact Anita Grey at 891-1233.</p>
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Canadian Mill Services will at any time deliver and/or develop any specialty in-house training programs to suit your individual mill’s needs.

### ***Japanese Agricultural Standard (JAS) Certification***

Canadian Mill Services is a Registered Certification Organization for conducting a full JAS certification program for lumber and glued laminated timber on a user pay basis.

### ***Heat Treatment/Kiln Dry Certification***

Canadian Mill Services is an approved grading agency by Canadian Food Inspection Agency to supply appropriate plant health certificates with regard to Kiln Drying/Heat Treating, Cedar Shipments and Dunnage.

### ***Plant Health Certification - Australia***

Canadian Mill Services Association is approved by Australian Quarantine Inspection Service to certify mills shipping to Australia.

- KD/HT - Kiln Dried / Heat Treatment
- WRC - Low Risk Species
- AQIP - Australian Quarantine Inspection Program

### ***Plant Health Certification - Non-Manufactured Wood Packaging Materials Exported to US***

Canadian Mill Services Association is accredited by American Lumber Standard Committee to certify mills shipping non-manufactured wood packaging materials to US.

### ***Other Programs***

Other services we offer to our members include:

Reinspection services  
Mill Audits  
Performance Management  
MSR/MEL and Fingerjoint Programs  
Training of/Certification of Engineered Products such as Lam Stock  
Certification of Test Equipment  
Testing of Proof Loaders, Aluminum Bar, Soil Test Proving Ring etc.

# Canadian Mill Services Association

## Application for Membership

Date: \_\_\_\_\_, 20\_\_\_\_

General Manager  
Canadian Mill Services Association  
#200, 601-6th Street  
New Westminster, B.C.  
V3L 3C1

Dear Sirs:

The undersigned company hereby applies for:

Voting Membership

Non-Voting

Membership

in Canadian Mill Services Association and agrees to abide by the Constitution and By-Laws of the said Association, and to remit the fees authorized and payable.

**Company** \_\_\_\_\_

\_\_\_\_\_

**Mailing Address** \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Postal Code** \_\_\_\_\_

**Telephone** \_\_\_\_\_

**Fax** \_\_\_\_\_

**Representative** \_\_\_\_\_

Our company is engaged in the following aspects of the forest industry:

Logging \_\_\_\_\_ m<sup>3</sup>

Lumber Manufacture \_\_\_\_\_ FBM

Other (specify) \_\_\_\_\_ m<sup>3</sup>

\_\_\_\_\_

\_\_\_\_\_  
(Signature)

(Position)



***Supplementary Information***

Company Name \_\_\_\_\_  
(in full) \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Plant Location \_\_\_\_\_  
(if different) \_\_\_\_\_  
\_\_\_\_\_

Telephone Number \_\_\_\_\_

Fax Number \_\_\_\_\_

Owner(s) \_\_\_\_\_  
\_\_\_\_\_

Company Management \_\_\_\_\_  
\_\_\_\_\_

Method of Shipment CNR \_\_\_\_\_ BCR \_\_\_\_\_ Truck \_\_\_\_\_

Special Services \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Sales Contact \_\_\_\_\_

Grade Stamps Required \_\_\_\_\_  
\_\_\_\_\_

Grader Name(s) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Products & Services**  
Check those which apply to your operation

**Species**

- Hardwoods (specify) \_\_\_\_\_
- Douglas Fir
- Hem-Fir
- Lodgepole Pine
- Ponderosa Pine
- Spruce/Pine/Fir
- Western Red Cedar
- Western White Pine
- Western White Spruce
- Other (Specify) \_\_\_\_\_

**Facilities and Services**

- Custom Drying
- Custom Planing
- Custom Remanufacture
- Custom Sawing
- Dry Kiln
- Edge Gluing
- Face Laminating
- Fingerjoining
- Planing
- Preservative Treatment
- Veneer Slicing
- Other (Specify) \_\_\_\_\_

**Principal Products**

- |   |   |
|---|---|
| <input type="checkbox"/> Boards           | <input type="checkbox"/> Siding                 |
| <input type="checkbox"/> Clears           | <input type="checkbox"/> Special Sizes/Cuttings |
| <input type="checkbox"/> Decking          | <input type="checkbox"/> Specialty Components   |
| <input type="checkbox"/> Dimension Lumber | <input type="checkbox"/> Spindles               |
| <input type="checkbox"/> Door Stock       | <input type="checkbox"/> Studs/PET              |
| <input type="checkbox"/> Factory Stock    | <input type="checkbox"/> Tight Knotted Joinery  |
| <input type="checkbox"/> Mouldings        | <input type="checkbox"/> Timbers                |
| <input type="checkbox"/> Panelling        | <input type="checkbox"/> Other (specify)        |
| <input type="checkbox"/> Poles & Pilings  | _____   |
| <input type="checkbox"/> Railway Ties     | _____   |
| <input type="checkbox"/> Scaffolding      | _____   |
| <input type="checkbox"/> Shelving         | _____   |

**SOCIETY ACT**

## CANADIAN MILL SERVICES ASSOCIATION

### CONSTITUTION

- 1) **The name of the society is "CANADIAN MILL SERVICES ASSOCIATION".**
- 2) **The purposes of the Society are:**
  - a) **to promote the use of wood products by:**
    - i) **providing domestic and international quality certification for member companies' products; and**
    - ii) **establishing product standards and grading rules that support wood products competitive use;**
  - b) **to foster better use of the forest resource by:**
    - i) **providing training programs for the forest industry, specifiers, end users and the public; and**
    - ii) **providing audits of and recommendations for mill operating practices;**
  - c) **to maintain access for Canadian Wood Products to world markets by:**
    - i) **providing certificates of inspections that meet the plant health and code requirements of other countries; and**
    - ii) **participating in Canadian Lumber Standards , National Lumber Grading Association and American Lumber Standards and other organizations that influence the manufacturing, marketing, and end use of Canadian wood products;**
  - d) **to provide technical support to the Council of Forest Industries, other wood products, organizations and end users by:**
    - i) **answering questions related to the manufacturing, marketing and end use of wood products; and**
    - ii) **coordinating of Japanese Agricultural Standards (JAS) and other international accreditation programs;**
  - e) **to do all other things that are incidental to or conducive to the attainment of these purposes.**

### SCHEDULE B

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**SOCIETY ACT**

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**Bylaws of Canadian Mill Services Association**

Part I - *Interpretation*

1. (1) In these bylaws, unless the context otherwise requires,
  - (a) "**directors**" means the directors of the society for the time being;
  - (b) "**Society Act**" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) "**registered address**" of a member means his address as recorded in the register of members.
  - (d) "**Associate Member**" means non-voting member of the Society who is entitled to specific rights and services of the Society under these bylaws and as set by the Board in its discretion from time to time;
  - (e) "**Board**" means the Directors of the Society from time to time;
  - (f) "**Voting Member**" means a member with voting rights and who is entitled to all rights and services of members under these bylaws and as set by the Board in its discretion from time to time;
  - (g) "**Chairman**" means the Chairman of the Society and of the Board;
  - (h) "**Vice Chairman**" means the Vice Chairman of the Society and of the Board;
  - (i) "**Executive Director**" means the Executive Director of the Society;
  - (j) "**member**" includes Voting Member and Associate Member.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 - *Membership*

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members. There shall be two classes of members, Voting Members and Associate Members. Associate Members may not vote at any general meeting of the members.
4. The Board may, upon receipt of a written application therefor, in its discretion admit as a member, any person engaged in some aspect of the forest industry or in producing forest products.
5. Every member shall uphold the constitution and comply with these bylaws.
6. Each member shall pay to the society those fees, dues and assessments that the Board in its discretion determines are payable by members. The Board may determine separate dues and assessments for Associate Members and Voting Members.
7. A person shall cease to be a member of the society
  - (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society.
  - (b) on his death or in the case of a corporation on dissolution;

- (c) on being expelled; or
  - (d) on having been a member not in good standing for 12 consecutive months.
8. (a) A member may be expelled by a special resolution of the members passed at a general meeting.
- (b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

#### Part 3 - *Meetings of Members*

10. General meetings of the society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
- (2) 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.
14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

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

15. Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
  - (b) all business transacted at an annual general meeting, except,
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the directors;
    - (iv) the report of the auditors, if any;
    - (v) the election of directors;
    - (vi) the appointment of the auditor, if required; and
    - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16.
  - (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
  - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (3) A quorum is 3 Voting Members present or a greater number that the Voting Members may determine at a general meeting.
17. 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, shall be terminated; but in any other case, it shall 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.
18. Subject to bylaw 19, the chairman of the society, the vice chairman or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
19. If at a present meeting
  - (a) there is no Chairman, Vice Chairman or other director present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the Chairman and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
20.
  - (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21.
  - (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
  - (2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a Voting Member and the proposed resolution shall not pass.
22.
  - (1) A Voting Member in good standing present at a meeting of members is entitled to one vote.
  - (2) Voting is by show of hands.
  - (3) Voting by proxy is not permitted.
23. A corporate Voting Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Voting Member, and that representative shall be reckoned as a Voting Member for all purposes with respect to a meeting of the society and with respect to appointment as a director.

Part 5 - *Directors and Officers*

24. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
- (a) all laws affecting the society;
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The Chairman, Vice Chairman, Executive Director, and two or more other persons shall be the Executive Directors of the society.
- (2) The number of directors shall be 5 or a greater number determined from time to time at a general meeting.
26. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.
- (2) Separate elections shall be held for each office to be filled.
- (3) An election may be by acclamation, otherwise it shall be by ballot.
- (4) If no successor is elected the person previously elected or appointed continues to hold office.
27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
28. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than prescribed number of directors in office.
29. The Voting Members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
30. No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

Part 6 - *Proceedings of Directors*

31. (1) The directors may meet together at the places they think fit to dispatch business,

adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
  - (3) The Chairman shall be chairman of all meetings of the directors, but if at a meeting the Chairman is not present within 30 minutes after the time appointed for holding the meeting, the Vice Chairman shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.
  - (4) A director may at any time, and the Executive Director, on the request of a director, shall, convene a meeting of the directors.
32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the directors or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
33. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver and until the waiver is withdrawn,
- (a) no notice of meeting of directors shall be sent to that director; and
  - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
37. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the chairman does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.



**Part 7 - Duties of Officers**

40. (1) The chairman shall preside at all meetings of the society and of the directors.
- (2) The Executive Director is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
41. The Vice Chairman shall carry out the duties of the Chairman during his absence.
42. The Executive Director shall act as the secretary and shall
- (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and directors;
  - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the society; and
  - (f) maintain the register of members.
43. The treasurer shall
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*; and
  - (b) render financial statements to the directors, members and others when required.
44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
- (2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25 (2).
45. In the absence of the Executive Director from a meeting, the directors shall appoint another person to act as secretary at the meeting.

**Part 8 - Seal**

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
47. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the Chairman and Executive Director or Executive Director and one other director.

**Part 9 - Borrowing**

48. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
49. No debenture shall be issued without the sanction of a special resolution.
50. The Voting Members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

**Part 10 - Auditor**

51. This Part applies only where the society is required or has resolved to have an auditor.
52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
53. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor shall be promptly informed in writing of appointment or removal.
56. No director and no employee of the society shall be auditor.
57. The auditor may attend general meetings.

**Part 11 - Notices to Members**

58. A notice may be given to a member, either personally, by mail or fax to him at his registered address.
59. A notice sent by mail or fax shall be deemed to have been given on the second day following that 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.
60. (1) Notice of a general meeting shall be given to
  - (a) every member shown on the register of members on the day notice is given; and
  - (b) the auditor, if Part 10 applies.(2) No other person is entitled to receive a notice of general meeting.

**Part 12 - Bylaws**

61. On being admitted to membership, each member is entitled to and the society shall give him without charge, a copy of the constitution and bylaws of the society.
62. These bylaws shall not be altered or added to except by special resolution.