

Canoe Racing BC (dba Canoe Kayak BC)

October 2019 Proposed Bylaw Updates

Version 1.3 - October 6, 2019

Special Resolutions

Special Resolution 2019-2	Notice of Motion
Bylaw	All
Submitted by	Board of Directors
Result of Motion	Carried / Defeated / Tabled

Motion:

Be it resolved that CKBC adopt the slate of updated Bylaws

Rationale for the Special Resolution

By pushing the AGM back from May to October it has allowed CKBC to conduct a full organizational review with the many changes in 2019. The proposed Bylaw changes here allow our organization to keep current with the latest best practices in nonprofit governance and put CKBC in a position to move the organization forward in the near future. New language for the Bylaws is in red.

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Part 1 - Interpretation

1.1 Definitions

In these bylaws, unless the context otherwise requires:

- A. **“Board” or “Board of Directors”** means all directors of the Society.
- B. **“Board Resolution”** means;
 - a. A resolution passed at a duly constituted meeting of the Board of Directors by a simple majority of the votes cast who are present and entitled to vote at such meetings; or
 - b. A resolution that has been consented to in writing by every member of the Board of Directors who would have been entitled to vote on the resolution in person at a meeting of the Board of Directors.
- C. **“Bylaws”** means these by-laws of the Society as amended from time to time as required;
- D. **“Canoe Kayak Canada”** is a corporation as defined in the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, and may be referred to as “CKC”;
- E. **“Constitution”** means the Constitution of the Society as amended from time to time;
- F. **“Executive Committee”** means the group of Directors appointed to act on behalf of, and within the powers granted to them by the Board of Directors;
- G. **“Member Clubs”** means the clubs, societies, or other associations who are organized to carry out similar goals as the Society and have been accepted as a member of the Society;
- H. **“Membership Fee”** means the annual membership fee member clubs pay to become a member and is listed in the CKBC membership system. These fees can change from time to time in force and all amendments to it;
- I. **“Membership Year”** means the period of time extending from April 1 to March 31.
- J. **“Ordinary Resolution”** has the meaning given to such term in the Societies Act, namely;
 - a. A resolution passed at a general meeting by the Voting Members by a simple majority of the votes cast in person, or other communication mediums as long as the Member Clubs or persons participating in the meeting are able to communicate with one another;
 - b. A resolution that has been submitted to the Voting Members and consented to in writing by the perspective as outlined in the Societies Act that may change from time to time, by the Voting members who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a General Meeting.

- K. **“Participants”** means the people who participate in the activities of or on behalf of a member club;
- L. **“Person”** means an individual, legal personal representative, corporation, society, partnership, trust, trustee or other entity or organization;
- M. **“Policy Manual”** means the Policy Manual of the Society, as amended from time to time by the Board of Directors;
- N. **“Societies Act”** means the Societies Act, S.B.C. 2015, c. 18 of the Province of British Columbia in force and all amendments to it; and
- O. **“Society” or “CKBC”** means Canoe Racing BC which conducts business under the name CanoeKayak BC;
- P. **“Special Resolution”** has the meaning given to such term in the Societies Act, namely:
 - a. A resolution at a general meeting by a majority percent as set in the Societies Act, which may change from time to time, of the votes of those Voting Members who, being entitled to do so, vote in person:
 - i. Of which the notice that the By-Laws provide, and not being less than 14 days notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
 - ii. If every Voting member entitled to attend and vote at the meetings agrees, at a meeting of which is less than 14 days notice has been given, or
 - b. A resolution that has been submitted to the Voting Members and consented to in writing by every Voting Member who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Society.
- Q. **“Voting Member”** means member clubs.

1.2 Societies Act Definitions

The definitions in the Societies Act apply to these by-laws. If there is a conflict between these bylaws and the Societies Act or the regulations under the Societies Act, the Societies Act or the regulations as the case may by, prevail.

1.3 Interpretation of Words

Words importing the singular include the plural and vice versa. Except as provided in the Societies Act or regulations under the Societies Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Society.

Part 2 - Membership

2.1 Members

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.

2.2 Admission to Membership

The members of the Society shall be the Member Clubs who are clubs, societies or other associations who are accepted into membership by the board of directors of the Society, by a resolution of the board or such other manner as may be determined by the directors from time to time. A club, society, or association may apply to become a Member Club by:

- (a) completing the registration process established by the Society; and
- (b) paying the applicable membership fees.

2.3 Voting Rights of Members

Each Member Club in good standing is entitled to one (1) vote at any meeting of the Society. Each Member Club shall give to the president prior to commencement of the meeting or, in the absence of the President, the chairperson of the meeting (or other such Delegate as assigned by the President), notice of which persons are entitled to cast the vote of the Member Club.

2.4 Membership Fees

The amount of annual membership dues shall be determined by the board of directors.

Annual dues shall be due and payable on or before the 1st day of April, unless the board of directors extends the time for payment of said dues.

2.5 Membership Duties

Ever Member Club shall uphold the constitution, comply with these By-laws and with all other rules, regulations, policies and procedures as established by the Society.

2.6 Good Standing

All Member Clubs are in good standing except a Member Club who has:

- a) Failed to pay their current annual membership fee,
- b) Any other subscriptions or outstanding debt owing to the Society,
- c) Not complied with CKBC's membership duties including membership compliance agreement, and annual report.
- d) **Any Member Club who is currently under investigation for non-compliance.**

The Member Club is not in good standing so long as the debt remains unpaid and/or the Member club is in Non-Compliance.

Any Member Club who is not in good standing forfeits the privileges of membership, including the right to vote and to have its Participants compete in competitions.

The Board has an obligation to inform the Member Club in writing when it considers that Member Club is not in good standing for the reasons set out in (b) or (c). A Member Club who is not in good standing under (b) or (c) has the right to present their case to the Board for consideration within 30 days of receiving notice of non-compliance.

2.7 Termination of Membership

Should any Member Club fail to pay their dues in full before the 1st of May of any year, they will have ceased to be a Member Club of the Society, unless the Board of Directors has extended the time for payment under Bylaw 2.4.

2.8 Expulsion from Membership

A Member Club may not be disciplined or expelled by a special resolution of the membership. The Board of Directors may by a Directors' resolution discipline or expel a Member Club if it fails to comply with its membership duties of the Society.

Part 3 - Meetings of the Members

3.1 Annual General Meetings

An Annual General meeting must be held at least once every calendar year.

3.2 Extraordinary General Meetings

Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

3.3 Calling Meetings

The Directors may, whenever they think fit, call an extraordinary general meeting. General meetings of the Society must be held at the time and place, in accordance with the Societies Act, that the Directors decide.

3.4 Participation at Meetings

The Society may allow attendance and participation of Member Clubs by telephone, or other communications medium as long as the Member Clubs or persons participating in the meeting are able to communicate with one another.

3.5 Order of Business

The order of business at a General Meeting is as follows:

- a) Determine the Chairperson for the meeting, by election if necessary,
- b) Confirm there is a quorum,
- c) Approve the Agenda,
- d) Deal with unfinished business from the last General Meeting,
- e) If the meeting is an Annual General Meeting:
 - i) Receive the financial statements of the Society for the previous financial year.
 - ii) Receive Auditor/**Accountant** report, if any, on those statements,
 - iii) Elect or Appoint Directors,

- iv) Appoint an Auditor/**Accountant**,
- v) Deal with new business, including any matters about which notice has been given to the Member Clubs in the notice of the meeting, and,
- vi) Terminate the meeting.

3.6 Notice of General Meetings

Notice of a General Meeting shall be given at least fourteen (14) days prior to the meeting, to every Member Club. Notice of General Meeting shall specify the place, the day and hour of the meeting, and in case of special business, the general nature of that business.

3.7 Notice of Special Resolutions

Notice of a General Meeting must include the text of any Special Resolution to be submitted to the meeting.

3.8 Omission to Give Notice

The accidental omission to give notice of a meeting, or the non-receipt of a notice by, any of the Member Clubs entitled to receive notice does not invalidate proceedings at the meeting.

Part 4 - Proceedings at General Meetings

4.1 Special Business

Special business is:

- 1) All business of an extraordinary General Meeting, except the adoption of rules of order, and,
- 2) All business that is transacted at an Annual General Meeting, except,
 - a) The consideration of financial statements,
 - b) The report of Directors,
 - c) The report of the Auditors/**Accountants**,
 - d) The election of Directors,
 - e) The appointment of an Auditor/**Accountants**,

- f) Such other business as, 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.

4.2 Requirement of Quorum

No business, other than election of a Chairperson and the adjournment or termination of the meeting shall be conducted at a General Meeting at a time when a quorum is not present.

4.2 Quorum

A quorum for the transaction of business at a General Meeting of Members shall consist of at least eight (8) Member Clubs present by a representative. **If at any time a quorum is not present, the meeting shall stand adjourned for a period of thirty (30) minutes whereupon the adjourned meeting shall be reconvened at the same place and those Persons present and entitled to vote at any subsequent point to the meeting shall constitute a quorum.**

4.3 Chairperson

The President shall preside as Chairperson at all meetings of the Society. If the President is not in attendance, the Board members will elect a Chairperson from amongst their Members.

4.4 Alternative Chairperson

If at a General Meeting there is no President or any other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or if the President and all other Directors present are unwilling to act as chairperson the Member Clubs who are eligible to vote shall choose one of their Members to be Chairperson.

4.5 General Meeting Adjournment

A General Meeting may be adjourned from time to time and place to place, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.6 Notice of Adjourned Meeting

When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.7 Seconding

All resolutions proposed at a General Meeting must be seconded. The Chairperson of the meeting may move, second or propose a resolution.

4.8 Entitlement to Vote

Each voting Member in good standing present at a meeting of its Members is entitled to one vote.

4.9 Deciding Vote

In the case of an equality of vote, the Chairperson of the meeting may cast the deciding vote.

4.10 Number of Votes

Each question shall be decided by an Ordinary Resolution unless the Societies Act or these bylaws require special resolution.

4.11 Method of Voting

Voting is by a show of hands or another method that adequately discloses the intention of the Member Clubs, unless the Member Clubs decide voting shall be conducted by secret ballot or a secret ballot is directed by the Chairperson.

4.12 Directors and Member Club Voting

No Director shall cast the vote of a member Club.

4.13 Proxy **Votes**

Proxy votes are not permitted.

4.14 Announcement of Vote

The Chairperson of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

4.15 Meeting Held by Electronic Means

Any meeting of the Members may be held, or any member may participate in any meeting of the Members, by telephone or other communications medium as long as all the members or persons participating in the meeting are able to communicate with one another. All such members participating in any meeting will be deemed to be present in person at the stated location of such meeting, and notwithstanding the foregoing bylaws, will be entitled to vote in a manner that adequately discloses their intentions.

4.16 **Robert's Rules of Order**

All meetings shall be conducted in accordance with the provisions of Robert's Rules of Order except where there is a conflict with the Constitution/Bylaws of the Society in which case the Constitution/Bylaws of the Society shall take precedence.

Part 5 - Directors and Officers

5.1 Power of Directors

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 these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in General Meetings, but subject, nevertheless, to:

- a) All laws affecting the Society, and
- b) These By-laws and the Constitution
- c) Rules, not being inconsistent with these By-laws, which are made from time to time by the Society in a General Meeting.

5.2 Management of Property and Affairs

The property and the affairs of the Society will be managed by the Directors.

5.3 Invalidation of Director Act

- a) No rule, made by the Society in General Meetings, invalidates a prior act of the Directors which would have been valid if that rule had not been made.
- b) No act or proceeding of the Directors is invalid only reason of there being less than the prescribed number of Directors in office.

5.4 Composition of the Board of Directors and Number of Directors

- a) The number of Directors shall be determined from time to time by the Board of Directors with minimum as stated in the Society Act.
- b) The Board of Directors shall be composed of the immediate Past President, President and Directors.

5.5 Composition of the Executive Committee of the Board of Directors

- a) The Executive Committee of the Board of Directors shall be determined from within the Board of Directors and shall be comprised of the President, and an elected 1st Vice

President, and 2nd Vice President who will hold such titles in addition to their Director position.

5.6 Director Qualifications

- a) In order to be eligible to be elected as a Director, a Person must be a member in good standing.
- b) Only one member of a Family may serve as a Director at any given time.
- c) Person must be over the age of 19 years.

A person is not qualified to be a Director of a Society if;

- a) Individual is found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
- b) The individual is in the process of an undischarged bankruptcy, or
- c) Convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud.

5.7 Election of Directors and Officers

- a) Directors shall be elected by the Voting Members at an Annual General Meeting and shall take office effective after the Annual General Meeting is adjourned.
- b) If no successor is elected, the person previously elected or appointed continues to hold office.
- c) No person shall be eligible for election as a Board of Director member unless he/she is a Member in good standing with the Society for the previous 180 days.

5.8 Election by Ballot

An election of Directors may be by an acclamation otherwise, notwithstanding By-law 4.13, it shall be by written ballot. Separate elections must be held for each office to be filled at a meeting. An election may be by acclamation; otherwise it must be by secret ballot. If the election is by secret ballot, candidates will be deemed to be elected in the order of those candidates receiving the most votes.

5.9 Director Terms

- a) Each Director shall be elected for a two (2) year term, commencing after the Annual General Meeting and ending at the end of the Annual General Meeting the following year. Directors are eligible for a second and third term.

- b) In order to maintain continuity of experienced Directors, the Directors shall be elected and staggered such that at each Annual General Meeting, at least 50% of the Directors shall be elected for a term of two (2) years. To ensure these Director terms are staggered, the Directors may from time to time by Board Resolution determined that up to 50% of the Directors be elected at any Annual General Meeting for a one year term.

5.10 Removal of Directors

- a) The Members may by Special Resolution remove a Director before the expiration of his/her term of office, and may by Ordinary Resolution elect a successor to complete the term of office.
- b) A special General meeting resolving the removal of a Board of Director member shall be attended by a quorum as directed in By-law 4.2 and must be succeeded by a majority vote as outlined in the Society Act.

5.11 Ceasing to be a Director

A person will automatically cease to be a Director upon:

- a) Ceasing to meet the qualifications set out in By-law 5.6
- b) Delivering his/her resignation in writing or via email to the President/Executive Director of the Society or by mailing or delivering it to the address of the Society, which resignation shall be effective on the later of;
 - i) The effective date of resignation stated therein; and
 - ii) The date on which the resignation is received by the President/Executive Director or Society.
- c) His/Her death;
- d) Retirement of office at the Annual General Meeting when their successors will be elected;
- e) Being absent without reasonable excuse from three (3) successive meetings of the Board in a Membership year; or
- f) His/Her removal from office as a Director.

5.12 No Successor

If a successor is not elected, the person previously elected or appointed continues to hold office. If at the end of the Director's third consecutive term a successor is not elected, then the position is left vacant.

5.13 Vacancies on the Board

- a) The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors;
- b) 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;
- c) Notwithstanding, paragraph A., in the event of a vacancy in the position of President, or Secretary/Treasurer, an elected member of the Executive Committee such as 1st or 2nd Vice President the case may be pursuant to By-law 5.6.

5.14 Nominations

- a) The nominating committee, as appointed by the President, to consist of two (2) non-expiring board members, one of which shall be Chairperson and two (2) members of the Society, who shall prepare a slate of candidates for submission to the Annual General Meeting where the Board of Directors are elected.
- b) Notice of Nominating Committee Members must be emailed to the membership at least 14 day prior to the Annual General Meeting where Directors are elected.
- c) Notice of the slate of candidates prepared by the nominating committee shall be posted on the CKBC website.
- d) Members in good standing of the Society may nominate additional candidates for submission to the General Meeting where Directors are elected by Providing, in writing, via email or mail to the Chairperson of the Nominating Committee the names of any additional candidates for election as Officers of the Society. Such written notification shall contain a statement from the person nominated indicating that he/she is willing to allow his/her name to stand as a candidate for election as a Director of the Society. These additional nominations shall be submitted to the chairperson of the nominating committee at least seven (7) days in advance of the date of the General Meeting where officers are elected.
- e) In the event that three (3) or more persons are nominated for any office, then the successful candidate shall be required to poll more than 50% of the total votes cast. If necessary, this will be established by elimination voting whereby the nominee receiving the least votes shall be successively dropped until a nominee has the required votes.
- f) No Person shall be eligible for election as a Board Member unless he is a member in good standing with the Society for the previous 180 days.
- g) No Person shall be eligible for the Board of Directors from a motion on the floor at a General Meeting. All nominations must go through the nominations committee section 5.11 (d).

5.15 - Composition of Directors

The Board of Directors shall follow CKBC's Organizational Structure document but at minimum hold the positions of:

- a) President
- b) Secretary/Treasurer
- c) 1st Vice President
- d) 2nd Vice President

5.16 Election of Athlete Representative

Each year prior to the Annual General Meeting, the Athlete Representative will be elected by the Team BC Athletes by the following procedure:

- a) The Society will send to the Team BC Athletes instructions on how to nominate and/or vote on the election of the Athlete Representative;
- b) For a nomination or vote to be valid, the Team BC Athlete must submit his/her nomination or vote in accordance with the instructions provided;
- c) The individual who will be elected as the Athlete Representative will be the individual who receives the most votes, and;
- d) The Athlete Representative will hold office for a One (1) year term commencing at the Annual General Meeting following his/her election.

5.17 Validation of Election

An individual must be present and willing to hold office at a meeting where they are elected or appointed, otherwise that individual must provide written consent to the Society before their election or appointment.

5.18 Remuneration

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.

5.19 Support of Society Purposes

Every Director will unreservedly subscribe to and support the purposes of the Society.

Part 6 - Proceedings of Directors

6.1 Directors' Meetings

- a) 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;
- b) Motions arising at a Directors meeting shall be decided by a majority of votes;
- c) No motion proposed at a Directors' meeting need be seconded and the chairman at the meeting may move a motion;
- d) A motion in writing, signed by all the Directors, either by hand or electronically, and placed with the minutes of the Directors meeting is as valid and effective as if regularly passed at a physical meeting of the Directors.

6.2 Quorum of Directors' Meetings

The Directors may from time to time fix the quorum necessary to transact business, but in no event shall the quorum shall be less than a majority of the Directors then in office.

A Director who has, or may have had an interest in a proposed contract or transaction with the Society will be counted for the purposes of determining quorum at a meeting of the Board at which the proposed contract or transaction is considered but pursuant to By-law 7.2 is not entitled to vote on the proposed contract or transaction.

6.3 Chair of Directors' Meetings

The President shall chair all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to chair the meeting.

6.4 Calling Directors' Meetings

A Director may at any time, and the Secretary/Treasurer on the request of a Director shall convene a meeting of the Directors.

6.5 Notice of Directors' Meetings

Notice of a Board meeting shall be provided to each Director, provided that for a first meeting of Directors held immediately following the election of a Director or Directors at an Annual or 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.

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 or email, 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 the Directors shall be sent to that Director; and
- b) Any and all meetings of the Directors, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

6.6 Board Resolution

Unless otherwise required under these By-laws or under the Society Act, questions arising at a meeting of the Directors and committees of the Directors shall be decided by a Board Resolution.

6.7 Entitlement to Vote

Each Director shall be entitled to one vote. In case of an equality of votes, the Person presiding as the Chair of a meeting shall not have a second or casting vote in addition to the vote which such person is entitled as a Director and the proposed resolution shall not pass.

6.8 Procedure for Voting

- a) Voting shall be by a show of hands;
- b) No resolution proposed at a meeting of Directors of committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.

6.9 Resolutions in Writing

A resolution in writing, signed by all the Directors and placed with the minutes of the Director is as valid and effective as if regularly passed at a meeting of Directors.

6.10 Resolutions via Email

A resolution in writing and communicated via email with all the Directors and placed with the minutes of the Director is as valid and effective as if regularly passed at a meeting of Directors.

Part 7 - Conflict of Interest

7.1 Declaration of Conflict

A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of such interest to each of the other Directors and shall otherwise comply with the Society Act and any further policies adopted by the Board of Directors in regards to conflict of interest, and from time to time including, without limitation, those set out in the policy manual.

7.2 Voting on Proposed Contract or Transaction

A Director who has declared his/her conflict of interest pursuant to By-Law 7.1, shall abstain from voting on the proposed contract or transaction with the Society.

7.3 Participation in Discussions

Unless otherwise directed by the President, a Director who has declared his/her conflict of interest pursuant to By-law 7.1 will not participate further in the discussions of the Board of Directors regarding the proposed contract or transaction.

Part 8 - Committees

8.1 Formation of Committees

The Board of Directors may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for

which it is appointed and will have no powers except those specifically conferred by Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified period of time only. Upon completion of the earlier of the specified period of time or the task for which it was appointed, a special committee will automatically be dissolved.

8.2 Terms of Reference

In the event the Board of Directors decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed on it by the Board in terms of reference or otherwise, and shall report every act or thing done in the exercise of those powers at the next meeting of the Board of Directors held after it has been done, or at such other time or times as the Board of Directors may determine.

8.3 Director Committees

- a) The Directors may delegate any, but not all of their powers to Director Committees as they deem fit;
- b) A Director Committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be 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.
- c) A Director Committee must have no less than three (3) Directors.
- d) Members of a Directors committee may meet and adjourn as they think proper.
- e) Motions arising at a meeting of a Directors' Committee, must be presented at a Directors Meeting, which will be decided by a majority of votes at the Board of Directors meetings.

8.4 Mixed Committees

- a) A Mixed Committee can enlist the help of members, and subject matter experts;
- b) Mixed Committees must include no less than three (1) Directors;
- c) Mixed Committees can make recommendations to the Board at a Directors meeting;
- d) Mixed Committees cannot vote at a Directors meeting. Proposals may be presented and submitted only for the Directors to Vote;
- e) The Directors appointed to the Mixed committee may cast a vote at a Directors meeting;
- f) Members of a Mixed Committee may meet and adjourn as they think proper;
- g) Motions arising at a meeting of a Mixed Committee, must be presented at a Directors Meeting, which will be decided by a majority of votes at the Directors meeting.

Part 9 - Duties of Directors

9.1 Duties of the President

The President shall, when present, preside at all meetings of the Society and/or designate a delegate to represent in their absence.

The President, subject to the authority of the Board, shall have the general supervision of the affairs and the business of the Society.

The President shall be, ex officio, a member of all committees.

During the absence or inability of the President, the President's duties and powers may be exercised by the First Vice President. In the event the First Vice President's absence or inability, the Second Vice President may exercise the President's powers.

9.2 Duties of Other Officers

The duties of all other officers of the Society shall be such as the terms of their engagement call for the board requires of them. The Board add additional duties to any officer or transfer duties among officers.

Part 10 - Auditor/Accountant

10.1 Appointment of Auditor (for audit) or Accountant (for review engagement)

At each Annual General Meeting of the Society must appoint an auditor or accountant to hold office until they are re-elected or a successor is elected at the next Annual General Meeting.

10.2 Removal of Auditor/Accountant

An Auditor/Accountant may be removed by ordinary resolution passed in accordance with the Societies Act.

10.3 Notice

An Auditor/**Accountant** must be promptly informed in writing of the auditor's/**accountant's** appointment or proposed removal in accordance with the Societies Act.

10.4 Qualifications of Auditor/**Accountant**

A Director or Employee of the Society must not be its auditor/**accountant**.

Part 11 - Notice

11.1 Notice of General Meetings

A notice of General Meetings must be given to All Member Clubs and the Auditor/**Accountant**, if so appointed.

11.2 Method of Notice

Notice or other document may be given to a Member Club either personally, or by electronic means (which includes email) or depositing it in a post office or letter box in a pre-paid, sealed envelope addressed to the Member Club at the address as it appears on the books of the Society. A notice or other document sent by post shall be deemed to be sent at the time it was deposited in the post office or letter box. A notice or other document sent by electronic means shall be deemed to be sent at the time of sending the message.

11.3 Waiver of Notice

Any person entitled to receive any notice may waive the notice either before or after the meeting to which the notice refers.

11.4 No Other Notice Required

No other person is entitled to receive a notice of a General Meeting.

Part 12 - Records

The records of the Society will be open to the inspection of the Directors. Subject to the Societies Act, the following records of the Society will be open to inspection of the Member Clubs:

- a) The Societies Certificate of Incorporation;
- b) Each certified copy, furnished to the Society by the Registrar of Companies, of the Constitution, Bylaws, and the Statement of Directors and Registered office of the Society;
- c) Each confirmation, other certificate or certified copy of a record furnished to the Society by the Registrar of Companies, other than in response to a request;
- d) (a) a copy of each order made in respect of the Society by any court or tribunal, or a federal, provincial, or municipal government body, agency or official;
- e) The Society's register of directors;
- f) Each written consent to act as director and each written resignation of a director;
- g) A copy of every record evidencing a disclosure of a conflict of interest by a director or senior manager;
- h) The Society's register of Member Clubs;
- i) Member Clubs' minutes of meetings and written resolutions;
- j) Directors' minutes of meetings and written resolutions, except minutes of meetings held, or resolutions passed, *in camera*; and
- k) The financial statements of the Society and the auditor's/accountant's report, if any, on those financial statements.

The following records of the Society will not be open to the inspection of Member Clubs, unless determined by the Directors:

- a) Directors' minutes of meetings held, and written resolutions passed, *in camera*; and
- b) Adequate accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

Part 13 - Amendment of Bylaws and Constitution

The constitution and these Bylaws shall not be altered or added to except by Special Resolution. A special Resolution amending the Constitution and Bylaws does not become effective until the amendment is filed with the Registrar of Companies.

Part 14 - Finances and Banking

14.1 Society Accounts

The financial accounts of the Society shall be maintained in the name of the society at a financial institution selected by the Directors.

1. A current operating account shall be maintained in any Canadian chartered bank, credit union or trust company.
2. The Secretary/Treasurer shall present from time to time a financial report to the Board of Directors for information.
3. The Secretary/Treasurer, with the approval of the Board of Directors, shall maintain savings and trust accounts as may be required by the Society.
4. The Secretary/Treasurer, with the approval of the Board of Directors, shall be empowered to invest any excess funds of the Society in securities designated by the Trustees' Act.

14.2 Cheque Signing Authority

The finances of the Society shall be under the control of the Board of Directors. Two (2) signatures shall be required on every cheque or other financial instrument on behalf of the Society, except in the case of online bill payment. Online bill payments will be set up at the bank by two (2) signatories, and the online payment will be made by another person on the Board of Directors. The President and Secretary/Treasurer shall be the principal signatories for all financial transactions. One other person approved by the Board of Directors shall be empowered to sign in the absence of either the President or Secretary/Treasurer.

Notwithstanding anything here and before and contained, the Secretary/Treasurer shall not make any expenditure in excess of an amount set annually the Board of Directors.

14.3 Power of Directors

In order to carry out the purpose of the Society, the Board of 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.

14.4 Issuance of Debenture

No debenture shall be issued without the sanction of a Special Resolution.

14.5 Restrictions on Directors' Borrowing Powers

The members may by Special Resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

14.6 Financial Year

The financial year of the Society shall be from April 1 - March 31.

Part 15 - Indemnification

15.1 Indemnification of Board of Directors

Subject to the provisions of the Societies Act, each Director of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director of the Society, as applicable.

15.2 Indemnification of Past Directors

To the extent permitted by the Society Act, the Society will indemnify and hold harmless every Person heretofore now or hereafter serving as a Director of the Society and that Person's heirs and personal representatives.

15.3 Advancement of Expenses

The extent permitted by the Society Act, all costs, charges and expenses incurred by a Director with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof, at the discretion of the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

15.4 Approval of Court and Term of Indemnification

The Society will apply to the court for an approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director of the Society on being elected or appointed will be deemed to have contracted with the Society of the foregoing indemnities.

Part 15 - Previously Unalterable Provisions

15.1 Former Constitutional Provision 3

The activities of the Association are primarily to be carried out in the Province of British Columbia. **This provision was previously unalterable.**

15.2 Former Constitutional Provision 4

In the event of dissolution of the Association, funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations with similar purposes, in British Columbia, as may be determined by the Members of the Association at the time of dissolution. If effect cannot be given to the aforementioned provisions, such funds or assets shall be given or transferred to a suitable level of government. **This provision was previously unalterable.**

15.3 Former Constitution Provision 5

The purposes of the Association shall be carried out without purpose of gain for its members and any profits or other accretions to the Association shall be used for promoting its purposes.
This provision was previously unalterable.

15.4 Former Constitutional Provision 6

Paragraphs 3, 4, 5, & 6 of this Constitution are unalterable in accordance with the Societies Act.
This provision was previously unalterable.