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# BYLAWS

## BRITISH COLUMBIA FREESTYLE SKI ASSOCIATION

(the "Society")

### PART 1 — INTERPRETATION

In these Bylaws, unless the context otherwise requires:

"Annual General Meeting" has the meaning given in section 4.2;

~~a)~~ "Directors" means any Directors and Officers of the Society;

"Extraordinary General Meeting" has the meaning given in

"General Meeting" means any meeting of the members of  
Annual General Meeting or a Special General Meeting

"Independent Director" means a director who: i) has no fiduciary obligation to any body in freestyle skiing at the provincial or national level; ii) receives no direct or indirect material benefit from any such body; and iii) is free of any conflict of interest of a financial, personal or representational nature.

"Mail" shall refer to either, or both, delivered and electronic mail.

"Member" has the meaning given in section 3.2.

"Member Club" has the meaning given in section 3.2(a).

"Ordinary Resolution" means a resolution passed by a simple majority of the votes cast on that resolution.

~~b)~~ "Professional" means a person who holds a degree or has at least 5 years' experience in their chosen field. A professional may also engage in roles that require specialized knowledge, skills, and training, and which contribute to the advancement of the ~~organization's~~ Society's mission;

~~c)~~ "Society Societies Act" means the ~~Society Societies~~ Act of the Province of British Columbia from time to time in force and all amendments to it;

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

~~d)~~ "Registered ~~address~~ Address" of a member means the address and/or email address as recorded in the Register of members;

~~e)~~ Words importing the singular include the plural, and vice versa;

~~f)~~ Words importing ~~a male person include a female person, and vice versa, and a corporation~~ gender include all genders. Any reference to a person shall include individuals, partnerships, corporations, and other legal entities;

~~g)~~ "Mail" shall refer to either, or both, delivered and electronic mail.

The definitions in the ~~Society Societies~~ Act on the date these Bylaws become effective apply to



these Bylaws.

## **PART 2 – PROVISIONS FROM THE SOCIETY’S PRE- TRANSITION CONSTITUTION**

- 2.1 The Society is a non-profit organization. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objects.
- 2.2 The Society is a non-political and non-religious organization.
- 2.3 The operations of the Society are to be carried on in the Province of British Columbia.

2.4 Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations in British Columbia having a similar charitable purpose.

### PART 3 — MEMBERSHIP

#### MEMBERS

The members of the Society shall include every person or ~~club~~Club that is admitted to the membership of the Society as determined by the Society. Only members of the Society shall be entitled to participate in the Society's programs and activities.

#### MEMBERSHIP

Membership in the Society shall consist of the following (each, a "Member"):

Club: A ~~member club~~Member Club shall be a club located in British Columbia having individual membership of not less than 10 persons. Such club shall have paid its annual membership fees to the Society.

##### Individual

Honorary: Any person may be elected an Honorary ~~member~~Member of the Society by the unanimous decision of the Board of the Directors by reason of their outstanding service to the ~~member club~~Member Club(s), or by contribution to the aims and objects of the Society for a period decided by the Board, up to the lifetime of the member;

Associate: Any person, firm or corporation who or which has paid the ~~association~~associate annual membership fee for the current year to the Society.

General: Any person who shall be a properly qualified member of a ~~member club~~Member Club and shall have paid ~~their~~the annual individual membership fee to the Society.

iii.



Adam Klevinas [1] June 27, 2024  
11:21 AM  
"Member Club" is capitalized in some places but not everywhere. I suggest that we ensure consistency. Also, where the intent is to refer to "Member Club", as a member (for example, in Section 5.4), I think the specific term should be used. To be discussed.

Adam Klevinas [2] June 27, 2024  
10:50 AM  
In the interest of consistency, I suggest that all references to club (and other terms) be capitalized or not throughout the document.

Adam Klevinas [3] June 27, 2024  
10:50 AM  
Their?

## ANNUAL FEES

Each ~~member, club or individual~~ Member of the Society shall pay annual fees in such amounts determined by the Board of Directors. From time to time the Board will determine the new fee structure to be ratified by the ~~members~~ Members present at the Annual General Meeting. Such fees shall be paid between June 1st of the current year and May 31st of the ensuing year.

## MEMBER IN GOOD STANDING

All ~~members~~ Members are in good standing provided that the ~~member~~ Member:

- has not ceased to be a ~~member~~ Member;
- has not been suspended or expelled from membership, or had membership restrictions or sanctions imposed;
- has agreed to comply with the Constitution, Bylaws, policies and rules of the Society;
- is not subject to a disciplinary investigation or action by the Society or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- had paid all required membership dues; and had paid all outstanding fees.

Members who cease to be in good standing are not eligible to participate in any of the sanctioned activities of the Society until such time as the Board is satisfied that the ~~member~~ Member has met the definition of good standing as set out above.

## CESSATION

A person shall cease to be a ~~member~~ Member of the Society:

- as provided in Section 3.7 below; or
- on having delivered their resignation in writing to the Society, either by ~~mail~~ Mail, fax or by electronic transmission to the Society;
- in the case of an individual, on their death; or in the case of a ~~club~~ Member Club or a corporation, on dissolution;

if they are not in good standing for 12 consecutive months.

Ⓢ



Adam Klevinas [4] June 27, 2024  
11:06 AM  
~~This seems redundant in light of 3.6(a)~~

## EXPULSION OR SUSPENSION OF MEMBERS

All disciplinary matters involving the Society or ~~members~~Members shall be handled in accordance with the Society's Discipline and Complaints Policy (or equivalent policy, if called otherwise), as well as any other related policies, as amended from time to time. Appeals of any decisions or actions taken under such policies shall be handled under the Society's Appeal Policy (or equivalent policy, if called otherwise), as well as any other related policies, as amended from time to time.

## FORFEITURE OF MEMBERSHIP RIGHTS

Any ~~member~~Member who resigns, withdraws, or is expelled from the Society, shall forthwith forfeit all rights, claims and interest arising from or associated with membership in the Society but ~~he~~that Member or ~~his~~their estate shall continue to be liable for all liabilities and obligations to the Society undertaken or incurred while still a ~~member of~~Member in good standing.

## LIABILITY FOR PAYMENT BY MEMBERS

~~In case of~~Notwithstanding termination of membership for any reason whatsoever, a ~~member~~Member shall remain liable for payment of any assessment, or other sum levied or which becomes payable by them to the Society.

## PART 4 — MEETINGS OF MEMBERS

### GENERAL MEETINGS

Notwithstanding anything else in these bylaws:

a person who is entitled to participate in a General Meeting may do so in person, by telephone or other communications medium if all of the persons attending the General Meeting are able to participate in it, whether by telephone, by other communications medium or in person; and

any vote at a General Meeting must be conducted in a manner that adequately discloses the intentions of all members.

### ANNUAL GENERAL MEETINGS

~~4.1~~A General Meeting of the Society shall be held once in every calendar year at such time and place as may be determined by the Board of Directors. Such General Meetings shall be

called Annual General Meetings.



## EXTRAORDINARY GENERAL MEETINGS

~~4.2~~ Upon written request of 10% of the ~~members~~Members in good standing, the President may call a General Meeting which shall be called an Extraordinary General Meeting.

### NOTICE OF GENERAL ~~OR EXTRAORDINARY GENERAL~~ MEETINGS

~~4.3~~ An Extraordinary General Meeting called for the passing of a ~~special resolution~~Special Resolution shall be called by giving twenty-one (21) days' notice to its ~~members~~Members in writing at the least. ~~A "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.~~

~~4.4~~ Any other General Meetings of the Society shall be called by giving fourteen (14) days' notice to its ~~members~~Members in writing at the least. ~~Provided that~~Notwithstanding anything else in these Bylaws, a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in the Bylaws, be deemed to have been duly called if so agreed by all the ~~members entitled to attend and vote at such meetings~~Members in attendance at such meeting in accordance with section 4.1(a).

~~4.5~~ Notice of a General Meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.

~~4.6~~ The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the ~~members~~Members entitled to receive notice does not invalidate proceedings at that meeting.

### AGENDA

~~4.7~~ The agenda for the Annual General Meeting will at least include:

- Call to order
- Establishment of Quorum
- Approval of the Agenda
- Declaration of any Conflicts of Interest
- Adoption of Minutes of the previous Annual Meeting
- Board, Committee, Officials and Staff Reports
- Financial Statements Report by Treasurer
- Appointment of Auditors
- New business or any other business as specified in the meeting notice
- Election of new Directors
- Adjournment

Adam Klevinas [5] June 27, 2024  
11:14 AM

I note that the term "Special Resolution" is not defined in the Bylaws (nor is ordinary resolution). I would suggest adding a definition along the following lines: "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Adam Klevinas [6] June 27, 2024  
11:15 AM

Same comment as above re: capitalizing terms consistently.

## NEW BUSINESS

~~4.8~~ Any ~~member~~Member who wishes to have new business placed on the agenda of a ~~meeting~~General Meeting will give written notice and a form of resolution to the ~~Association~~Board at least ten (10) days ~~prior to the meeting date or upon the sole discretion of the Chair or designate~~in advance of the minimum notice required for the meeting pursuant to sections 4.4 and 4.5 above. Notwithstanding the foregoing, such notice period may be waived by an Ordinary Resolution of the Board.

Where two (2) or more resolutions having the same intent are proposed, the Board may, subject to the written approval of the parties proposing the resolutions, combine the resolutions into one (1) resolution, or present a substitute resolution to cover the intent of the similar resolutions.

The Board may add, delete, or substitute words to a resolution providing that the result does not change the intent of the resolution.



## PART 5 — PROCEEDINGS AT GENERAL MEETINGS

### QUORUM

Delegates of ~~member clubs~~Member Clubs representing at least twenty-five percent (25%) of the ~~clubs~~Member Clubs in good standing and who are present in ~~person~~accordance with section 4.1(a) shall constitute a quorum at any ~~General or Extraordinary~~ General Meeting of the Society but never less than three (3) members.

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~~Members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the ~~members~~Members present shall constitute a quorum.

### ~~CHAIRMAN~~CHAIR

The President, or in ~~his~~their absence, the Vice President of the Society shall preside as ~~Chairman~~Chair at every General ~~or Extraordinary General~~ Meeting.

But if at any meeting, such Officer is not present within fifteen (15) minutes after the time appointed for holding the same, or is unwilling to act as ~~Chairman~~Chair, the ~~members~~Members present shall choose a Director, or if no Director is present, or if all



Directors decline to take the Chair, the ~~members club representative~~ [Member Clubs](#) shall appoint ~~one of themselves~~ [a representative](#) to be the ~~Chairman~~ [Chair](#) of the meeting.

7

Adam Klevinas [7] June 27, 2024

11:19 AM

This needs some clarification. Section 5.1 refers to member clubs, and if the intent is for Section 5.4 to do the same, then this should read "the member clubs shall appoint a representative to be the Chairman of the meeting."



## ADJOURNMENT OF MEETINGS

The ~~Chairman~~Chair may, with the ~~consent of any~~majority vote of the members present at a meeting ~~at which a quorum is present, and shall, if so directed by the meeting,~~ adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## VOTES OF MEMBERS

All individual ~~members~~Members in good standing shall be allowed to attend ~~the annual or extraordinary general meetings~~General Meetings of the Society.

For the purposes of voting, ~~only member clubs~~Member Clubs in good standing at the ~~Annual General Meeting and Extraordinary~~General Meetings shall be permitted to vote. Membership for the previous membership year will remain in effect until September 30 of that year.

The voting rights of all individual ~~members~~Members in good standing (Honorary, Associate or General including BC Team members) shall be represented through their ~~member club~~Member Club, if any, shown on the membership registration records of the Society.

Member ~~clubs~~Clubs shall be entitled to vote by their elected President or ~~representative~~other delegate(s) appointed by their club (in writing) at any ~~general meeting~~General Meeting in accordance with the following formula:

Number of members per <del>member club</del> <u>Member Club</u>	Number of Votes
10 members and under	1 vote
11 to 30 members	2 votes

Adam Klevinas [8] June 27, 2024  
11:22 AM

This is also a good example of where clarification is needed regarding this reference (i.e., is it to the Member Club or an individual member).

Adam Klevinas [9] June 27, 2024  
11:22 AM

Same comment as immediately above.

Adam Klevinas [10] June 27, 2024  
11:26 AM

Same comment as above — this could be simplified.

31 to 50 members	3 votes
51 to 70 members	4 votes
71 to 90 members	5 votes
91 to 110 members	6 votes
111 to 130 members	7 votes
131 to 150 members	8 votes
151 to 170 members	9 votes
171 to 199 members	10 votes
200 and over	10 votes plus 1 vote for each additional 50 members



A proxy has to be a ~~member~~ Member in good standing of the Society. No one delegate or delegates representing the same ~~club or clubs~~ Member Club or Member Clubs may carry more than 20% of the total votes ~~representing~~ represented at the meeting. In the event that a delegate or delegates from one ~~club~~ Member Club carry too many votes, ~~his or~~ their voting power shall be reduced to 20% of the total votes.

#### DECISION BY VOTES

Unless stated otherwise in these Bylaws, the Act or in the notice for a General Meeting, all matters before a General Meeting are to be decided by Ordinary Resolution.

~~5.11~~ At any General Meeting, an ~~ordinary resolution~~ Ordinary Resolution proposed at a meeting need not be seconded, and the ~~Chairman~~ Chair of a meeting may move or propose a resolution by putting to the vote of the meeting which shall be decided on a show of hands; ~~unless a poll is demanded by the Chairman of,~~ secret ballot or by electronic means at the discretion of the Chair of the meeting ~~or by at least three (3) voting members.~~

Unless a poll is so demanded, a declaration by the ~~Chairman~~ Chair of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive proof of the number or proportion of the votes recorded in favor of or against such resolution. An ordinary resolution means a resolution passed by a simple majority of the votes cast on that resolution.

Adam Klevinas [11] June 27, 2024 11:28 AM  
 I would suggest specifying that matters at a General Meeting are voted on by ordinary resolution and to include a definition of ordinary resolution ("ordinary resolution" means a resolution passed by a simple majority of the votes cast on that resolution)

## CASTING VOTE

~~5.12~~ In the case of a tie vote at any General or Extraordinary meetings, whether upon a show of hands or at a poll, the ~~Chairman~~Chair shall have a casting or second vote in addition to the vote to which ~~he or she~~they may be entitled as a ~~member~~Member.

## PART 6 — DIRECTORS AND OFFICERS

### BOARD OF DIRECTORS

The management and control of the Society's affairs and business shall be vested in the Board of Directors, which consists of no less than seven (7) ~~members~~Directors and no more than eleven (11) ~~members~~Directors, provided that no less than 40% of the Directors must be Independent Directors.

The Board shall be comprised of:

Up to five (5) individuals elected by the Member Clubs pursuant to Section 6.6;

~~6.2 The Officers of the Society shall be the President, Vice-President, Secretary, and Treasurer. These Officers are Directors of the Society.~~

~~6.3 In addition to these Officers, the following shall be the members of the Board:~~

~~a) The immediate Past-President of the Society. If the Past-President is not an individual ~~member~~Member, or concludes membership with the Society, or holds another elected position on the Board, this position shall remain vacant; and~~

~~b) Five (5) Directors at Large: ~~Either five (5) working professionals or three (3) professionals~~ elected by the Member Clubs pursuant to Section 6.6, consisting of Professionals and up to two (2) ~~athlete~~athletes.~~

The Officers of the Society shall be the President, Vice-President, Secretary, and Treasurer, who shall be elected from among the Directors by the Directors by secret ballot at the first meeting of the Board following each Annual General Meeting. The President must be an Independent Director. These Officers are Directors of the Society.

### QUALIFICATION OF DIRECTORS

A Director must be an individual ~~member~~Member in good standing of the Society, and be not less than eighteen (18) years of age. In the case of an athlete director, they shall be an active or former athlete and elected annually by those ~~members~~Members who are or have been on the National or BC Team.



Adam Klevinas [12] June 27, 2024  
11:29 AM  
Should this be capitalized or not in this subsection? I think lowercase.

Adam Klevinas [13] June 27, 2024  
11:29 AM  
The reference to "professional" is a bit vague — I would suggest that we clarify.

Adam Klevinas [14] June 27, 2024  
11:30 AM  
An "individual member"?

Adam Klevinas [15] June 27, 2024  
11:30 AM  
They?

Adam Klevinas [16] June 27, 2024  
11:30 AM  
Lowercase?

A Director ceases to be a Director if the Director:  
resigns their office by mailing or delivering a written resignation to the President;  
dies;  
becomes of unsound mind;  
becomes bankrupt;  
ceases to be associated to a ~~member club~~ Member Club of the Society; or  
is suspended or expelled from the Society.

Adam Klevinas [17] June 27, 2024  
11:31 AM  
Their?

Adam Klevinas [18] June 27, 2024  
11:31 AM  
Capitalize?

## ELECTION OF DIRECTORS AND OFFICERS

~~6.6~~ At every Annual General Meeting, the ~~member club~~ Member Clubs shall elect at least the ~~required~~ number of Directors ~~to fill the offices of those Directors whose terms then expire. One half of~~ required for the Board to be comprised of at least the minimum number of Directors ~~shall retire from office. Not in each category set out in Section 6.1, and provided that not~~ more than 60% of ~~directors~~ Directors shall be of the same gender.

Where the position of a Director becomes vacant for any reason, the Board may appoint a qualified individual to fill the vacancy, with the term of such appointment concluding immediately before the next Annual General Meeting.

Upon election or appointment, new Directors shall receive orientation regarding their roles and responsibilities as Directors, including instruction on good governance practices and policies.

## DIRECTOR'S TERM OF SERVICE

Each Director's term of service is for a period of two (2) years. ~~A Director whose term of office has expired shall be eligible for re-election.~~ A Director may serve for a maximum of eight (8) consecutive years following the 2024 AGM, provided that if the Chair or Vice-Chair is concluding their eighth consecutive year, they may each serve for one additional two year term.

Adam Klevinas [19] June 27, 2024  
11:58 AM  
Do you want to put a limit on the number of terms? This would be consistent with the Canadian Sport Governance Code.

## REMOVAL OF DIRECTOR BY MEMBERS

~~6.8 The 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.~~

The Members may by Special Resolution remove a Director before the expiration of their term of office if that Director is found to be engaged, or have been engaged, in activity or

Adam Klevinas [20] June 27, 2024  
12:14 AM  
As above, I would include a definition for the term "Special Resolution"

behavior that, in the opinion of the Board, may adversely affect the business or reputation of the Society, and may elect a successor to complete the term of office.

### **POWERS OF DIRECTORS**

The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not hereby or by statute or otherwise lawfully directed or required to be exercised or done by the Society in ~~the~~ General Meeting, but subject, nevertheless to all laws affecting the Society, these by-laws and rules, not being inconsistent with these by-laws, that are made from time to time by the Society in a General Meeting. But no rule, made by the Society in ~~the~~ General Meeting, shall invalidate any prior act of the Directors that would have been valid if that rule had not been made.

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## REMUNERATION AND REIMBURSEMENT OF THE EXPENSES

No Director shall be remunerated for being or acting as a Director but Directors may be repaid such reasonable expenses as they may incur in and about the business of the Society. If any Director shall perform any professional or other service for the Society that in the opinion of the Directors are outside the ordinary duties of a Director or shall otherwise be specifically occupied in or about the Society's business, they may be paid a remuneration to be determined by the Board, or, at the option of such Director, by the Society in the General Meeting, and such remuneration may be either in addition to, or in substitution for, any other remuneration that ~~he~~they may be entitled to receive, and the same shall be charged as part of the ordinary working expenses of the Society.

## DISCLOSURE OF INTERESTS

A Director who is in any way, whether directly or indirectly, a) interested in a contract or proposed contract or transaction with the Society; or b) conflicted or potentially conflicted in a financial, personal or representational nature regarding their duties to the Society and their duties to any other organization or individual; shall declare the nature and extent of their interest at a meeting of the Directors in accordance with the provisions of the ~~Society~~Societies Act. Such Director shall not vote in respect of any such matter, contract or transaction with the Society and if ~~he~~they shall do so, ~~his~~their vote shall not be counted, but ~~he~~they may be counted in quorum present at the meeting at which such vote is taken.

## DIRECTOR'S INDEMNITY

Subject to the ~~Society~~Societies Act, every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every such Director and ~~his~~their heirs, executors, and administrators respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or any other Director or Directors

in or about the execution of the duties of ~~his or~~ their office, and also from and against all other costs, charges and expenses which they ~~sustain~~ or incur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by ~~his or~~ her own willful neglect or default.

Adam Klevinas [21] June 27, 2024  
12:16 AM  
~~They sustain or incur?~~

## BORROWING POWERS

The Directors may from time to time, with the sanction of a ~~special resolution~~ Special Resolution, borrow or raise money for the purposes of the Society, and may secure the repayment of such money in such manner and upon such terms and conditions in all respects as they may think fit and without limiting the generality of the foregoing, in particular by the issue of bonds, perpetual or redeemable debentures or debenture stocks, or any mortgage or other form of security, charging with the same the whole or any part of the property of the Society, both present and future.

Adam Klevinas [22] June 27, 2024  
12:16 AM  
~~Please note that the term is capitalized here but not consistently throughout.~~



## PART 7 — PROCEEDINGS OF DIRECTORS

### MEETING OF DIRECTORS

The Directors may meet together ~~by way of physical presence at meetings or by way of~~ in person, by telephone or ~~video conferences~~ other communications medium for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit, and determine the quorum necessary for the transaction of business.

~~Unless otherwise determined, four Directors (4) shall be a quorum.~~ Questions arising at any meeting shall be decided by a majority of votes. In case of a tie vote, the President shall have a second or casting vote, providing that there are more than three (3) Directors present competent to vote but not otherwise.

Adam Klevinas [23] June 27, 2024  
12:18 AM  
~~Query whether this should be higher since the minimum number of directors is 7, and 3 would not be a majority.~~

### ~~CHAIRMAN~~ CHAIR OF DIRECTORS' MEETING

The President, or in ~~his~~ their absence, the Vice President of the Society shall preside as the ~~Chairman~~ Chair at every Board of Directors' meeting. But if at any meeting, such Officer is not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present shall appoint one of themselves to be the ~~Chairman~~ Chair of that meeting.



## DELEGATION OF DUTIES

The Directors may delegate any but not all of their powers to committees consisting of such Directors or ~~members~~Members of the Society as they think fit. Any such committee so formed shall at least include one (1) Director and shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done. The standing committees of the Society shall be the Nominating Committee, the Governance and Ethics Committee, and the Audit and Finance Committee. Other committees may be formed by the Directors from time to time.

## COMMITTEE ~~CHAIRMAN~~CHAIR

The ~~chairman~~chair of a committee formed under ~~Bylaw section~~Bylaw section 7.4 shall be appointed by the ~~Director~~Directors. But if at any committee meeting, the appointed ~~chairman~~chair is not present within fifteen (15) minutes after the time appointed for holding the same, the committee members present shall appoint one of themselves to be the Chairman of that meeting.



Adam Klevinas [24] June 27, 2024  
12:19 AM  
~~I believe this should be 7.4~~

## COMMITTEE MEETINGS

A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present, and in the case of a tie vote, the unresolved business shall be referred to the Board of Directors.

## APPOINTMENT OF DIRECTORS

The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in their number. A Director so appointed shall only hold office until the conclusion of the next ~~annual general meeting~~Annual General Meeting of the Society, but is eligible for re-election at the meeting. If a Director resigns ~~his~~their office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director.

## DEFECTS IN APPOINTMENT

All acts done by any meeting of the Directors, a committee of Directors or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

## BALLOT

All votes at any ~~such~~ meeting of the Directors shall be taken by ballot if so demanded by any Directors present, but if no demand is made, the votes shall be taken in the usual way by assent or dissent. A declaration by the ~~Chairman~~Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of ~~or~~ against such resolution.

## RESOLUTION

A resolution in writing, signed by all Directors, or by way of written consent of all Directors via electronic mail, shall be as valid and effective as if it had been passed at a meeting of the Directors duly called and constituted.

Adam Klevinas [25] June 27, 2024  
12:21 AM  
Effective?

## PART 8 — DUTIES OF OFFICERS

### DUTIES OF OFFICERS

#### President

The President shall:

- preside at all meetings of the Society with the exception of committee meetings;
- preside at all meetings of the Board of Directors;
- Attest the minutes of all meetings; and
- perform all duties as are inherent in the office of a President.



Vice President

The Vice President shall, in the absence of the President, or at the President’s request, have the power to perform all the duties of the President.

**Secretary**

The Secretary shall perform the following duties either by themselves or by delegation to any salaried or contracted employee(s) under their supervision:

- Conduct the correspondence of the Society;
- Issue Notices of meetings of the Society and the Board of Directors;
- Take and keep minutes of all meetings of the Society and the Board of Directors;
- Provide copies of minutes of meetings of the Board of Directors within ten (10) days of such meetings to all Directors;
- Provide copies of minutes of ~~general meetings~~ General Meetings within ten (10) days of such meetings to all members;
- Have custody of all records and documents of the Society except those required to be kept by the Treasurer.

Adam Klevinas [26] June 27, 2024  
12:22 AM  
Themselves?

Adam Klevinas [27] June 27, 2024  
12:22 AM  
Their?



**Treasurer**

The Treasurer shall perform the following duties either by themselves or by delegation to any salaried or contracted employee(s) under their supervision:

- Serve as custodian of all monies and any financial document of the Society;
- Act as chief collector and disbursing Officer;
- Report to the Board of Directors on the financial position of the Society at each meeting;
- Report on the financial position of the Society at all ~~general meetings~~ General Meetings and provide copies of financial statements to all members at least fourteen (14) days prior to an Annual General Meeting;
- Arrange for the safekeeping of all funds of the Society in such manner as designated by the Board of Directors; and
- Prepare budgets and keep such financial records, including books of accounts, as are necessary to comply with the ~~Society~~ Societies Act.



**PART 9 — HEAD OFFICE, ACCOUNTS AND SIGNING  
AUTHORITY**

**HEAD OFFICE**

The head office of the Society shall be in the Province of British Columbia and at such place therein as the Directors may from time to time determine.

**ACCOUNTS**

The Directors shall cause proper accounts to be kept which shall give a true and fair view of the state of the Society's affairs and explain its transactions. The financial year shall run from May 1 to April 30 or any other period as the Directors see fit.

**SIGNING AUTHORITY**

The Directors shall name at least three (3) signing officers, two (2) of whom will be the Treasurer and the President. The financial management policy with respect to banking and book-keeping shall be implemented and reviewed at least once a year at the first Board of Directors' meeting after each Annual General Meeting. The Board of Directors shall also determine the signing authorities for the execution of contracts and other legal documents from time to time whenever appropriate.



## LOCATION AND INSPECTION OF BOOKS OF ACCOUNTS

The books of account shall be kept at such place in British Columbia as the Directors see fit and shall always be opened to the inspection of the Directors. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the books of account of the Society, or any of them, shall be open to the inspection of ~~members~~Members. No ~~member~~Member (not being a Director) shall have any rights of inspecting any account or document of the Society, except as conferred by the ~~Society~~Societies Act or authorized by the Directors or by ~~a resolution~~an Ordinary Resolution of the Society in General Meeting.

## PART 10 — AUDITOR

### AUDITOR

At each Annual General Meeting, an Auditor shall be appointed, and once at least in every year the accounts of the Society shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by the Auditor, and the provisions of the ~~Society~~Societies Act and modification or re-enactment thereof for the time being in force in regard to audit and auditors shall be observed.

### REMOVAL OF AUDITOR

The Auditor may be removed by ordinary resolution at a General Meeting.

### RESIGNATION OF AUDITOR

The Auditor may resign by written notice to the Society Secretary.

### VACANCY

The Board of Directors may appoint an Auditor to fill a vacancy until the next Annual General Meeting.

### QUALIFICATION

An Auditor of the Society shall be a member of the ~~Institute of~~ Chartered Professional Accountants ~~or the Association of Certified General Accountants~~of British Columbia in good standing.



No Director of the Society may be appointed as the Auditor.

### REMUNERATION

The remuneration of the Auditor shall be determined by the Board of Directors.

### RIGHTS AND DUTIES OF THE AUDITOR

The Auditor may attend Annual and Extraordinary General Meetings and is entitled to receive every notice sent to members.

The Auditor shall have the right to access at all times to all records, documents and books of account of the Society, and is entitled to require from the Board of directors such information and explanation as may be necessary for the proper performance of their duties.

The Auditor shall report to the Board of Directors and the Society on the account examined and on every financial statement.



## PART 11 — NOTICES

### NOTICE

A notice may be given to a member either personally or faxed or by ~~mail~~Mail at their Registered Address, as the same appears in the books of the Society. A ~~Notice~~notice or other document so sent by post is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. Notice sent by electronic mail to the member shall also constitute a valid notice.

Notice of a ~~general meeting~~General Meeting must be given to every ~~member~~Member shown on the ~~register~~Register of ~~members~~Members on the day notice is given and the Auditor, if applicable.

For the purpose of sending any Notice, the Registered Address of any voting member, shall be their last mail address and/or email address as recorded on the books of the Society.

44.3

Adam Klevinas [28] June 27, 2024  
12:26 AM  
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## WAIVER OF NOTICE

Any voting ~~member~~Member may, by notice in writing, waive any ~~Notice~~notice required to be given to them under the Bylaws of the Society.

## PART 12 – DISSOLUTION AND WIND-UP

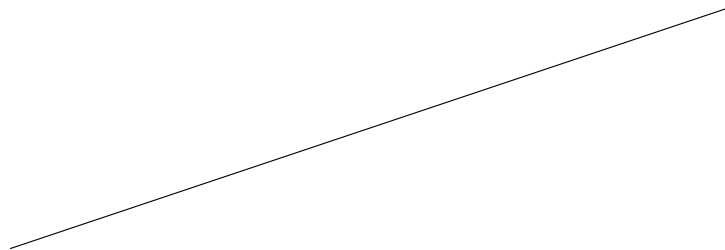
### DISSOLUTION AND WIND UP

12.1 In the event of the winding-up or dissolution of the Society, the assets of the Society will be used to pay the debts of the Society and any remaining assets after payment of all costs, charges and expenses which are properly incurred in the winding-up, will be paid, transferred or delivered to such charitable institution(s) in British Columbia selected and approved by an ~~ordinary resolution~~Ordinary Resolution of the members.

## PART 13 - AMENDMENT TO BYLAWS

### AMENDMENT TO BYLAWS

13.1 The Bylaws of the Society may not be amended except by a Special Resolution of the Society in General Meeting and as provided for in the ~~Society~~Societies Act and any amendments thereto.



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These bylaws may be consented to by all the ~~directors~~Directors signing separate counterparts of the bylaws with the same effect as if all the directors of the Society signed the same document and such bylaws will be deemed to have been passed at a meeting of the ~~directors~~Directors on the date indicated below. All copies of these bylaws bearing a signature of a ~~director~~Director, sent by facsimile or other electronic communication medium will for all purposes be treated and accepted as an original copy. All counterparts will be construed together and will constitute one instrument.

Dated: October 10, 2024

**ADRIAN TAGGART**



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x

x

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**IAN MCFADGEN**

x

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**MICHAEL SHAW**

x

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**ADRIENNE STALEY**

x

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**ANDREW POOL**

x

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**EDDIE HICKS**

x

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**CHRISTINA OTERO**

x

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**AHREN STEIN**

x

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**SIAN BLYTH**

x

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**KATJA ROBERTS**

x

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**WITNESS NAME &  
SIGNATURE**

<b>Summary report:</b>	
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Table moves from	0
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Format changes	0
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