

**B.C. VOLLEYBALL ASSOCIATION
CONSTITUTION & BY-LAWS**

CONSTITUTION

1. The name of the Society is the B.C. Volleyball Association.
2. The purposes of the Society are to:
 - a) Promote, develop and recognize the organization of volleyball associations in geographical areas within the Province of British Columbia;
 - b) Support and develop volleyball tournaments and competitions on regional, national and international levels;
 - c) Promote, develop, organize and operate clinics for volleyball players, coaches and referees;
 - d) Organize and operate a system for the qualification, rating, recognition and appointment of volleyball referees;
 - e) Disseminate information, records and instructional material on the game of volleyball;
 - f) Assist in any way whatsoever any organization or association promoting interest in or development of the game of volleyball;
 - g) Affiliate with or become a member of any volleyball association or other organization promoting interest in the development of the game of volleyball, and in particular to affiliate with the recognized Association or body governing volleyball in Canada;
 - h) Receive and accept donations, contributions and gifts of any kind and nature whatsoever, and to use and apply the same in such matter as will, in the opinion of the Board of Directors of the Society, be in the best interests of the Society, including providing financial assistance to athletes;
 - i) Formulate and advocate policies and principles beneficial to the game of volleyball; and
 - j) Do all such things as are necessary or conducive to the attainment of the above objects or any of them.

BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the B.C. Volleyball Association, which may also do business as Volleyball BC.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the British Columbia *Society Act* or any successor legislation including the *BC Societies Act* (upon becoming law);
- b) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting in accordance with the Act;
- c) *Board* – the Board of Directors of the Society;
- d) *Days* – days including weekends and holidays;
- e) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
- f) *Members* – those entities meeting the definition of Member that are admitted as Members of the Society under these By-laws;
- g) *Member Proposal* – A Member Proposal must include the proposal itself, the names and signatures of at least 5% of the voting Members, and, optionally, a statement of support for the proposal (consisting of fewer than 200 words). A Member Proposal may not be substantially similar to Member Proposal that was proposed at a meeting of the Members in the past two calendar years;
- h) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws;
- i) *Ordinary Resolution* – a resolution passed by a simple majority of the votes cast on that resolution and as described in the Act;
- j) *Society* – the B.C. Volleyball Association; and
- k) *Special Resolution* – a resolution passed by a majority of not less than 2/3 of the votes cast on that resolution and as described in the Act.

1.3 Registered Office – The registered office of the Society will be located within the Province of British Columbia.

1.4 Corporate Seal – The Society may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

1.5 No Gain for Members – The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its purposes.

1.6 Ruling on By-laws – Except as provided in the 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.

1.7 Conduct of Meetings – Unless otherwise specified by the Board, meetings of Members and meetings of the Board will be conducted according to *Roberts Rules of Order* (current edition).

1.8 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

1.9 Affiliations – The Society will affiliate and be a member in good standing with Volleyball Canada.

1.10 Affiliates – The Society may invite groups, associations, or other individuals to affiliate with the Society. Affiliates are not Members of the Society. Representatives from affiliates may be invited to attend, but are not permitted to vote at, meetings of Members or meetings of the Board.

ARTICLE II MEMBERSHIP

2.1 Categories – The Society has the following category of Member:

- a) Individual Member – individuals who have agreed to abide by and adhere to the Society’s By-laws, policies, procedures, and rules (or, if the individual is under the age of 18, who have had a parent or guardian agree to abide by the Society’s By-laws, policies, procedures, and rules on behalf of the individual) including:
 - i. Participants who are registered and in good standing with a Society recognized volleyball club in British Columbia;
 - ii. Directors of the Society;
 - iii. Referees;
 - iv. Coaches; and
 - v. Other individuals approved by the Directors.
- b) Other Members – individuals, groups or associations approved by the Directors, but Other Members cannot vote at a meeting of the Members.

Admission of Members

2.2 Admission of Members – No individual will be admitted as a Member of the Society unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Board;
- b) The candidate member has paid dues as prescribed by the Board;
- c) The candidate member agrees to uphold and comply with the Society’s governing documents; and
- d) The candidate member meets any other condition of membership determined by the Board.

Membership Dues and Duration

2.3 Year – Unless otherwise determined by the Board, the membership year of the Society will be September 1 to August 31.

2.4 Dues – Membership dues will be determined by the Board.

2.5 Duration – Membership duration is for one membership year as set out in section 2.3 and Members will re-apply for membership annually in a manner prescribed by the Board.

Transfer, Suspension, and Termination of Membership

2.6 Transfer – Membership in the Society is non-transferable.

2.7 Termination – Membership in the Society will terminate immediately upon:

- a) The expiration of the Member’s annual membership, unless renewed in accordance with these By- laws;
- b) Resignation by the Member;
- c) Dissolution of the Society;
- d) The Member’s death; or
- e) By Special Resolution of the Board at a duly called meeting, provided 15 days’ notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission and make representations opposing the termination.

2.8 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.

2.9 Arrears – A Member will be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

Good Standing

2.10 Definition – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;

- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Society;
- d) Has complied with the By-laws, policies, and rules of the Society;
- e) If subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues or other amount owing to the Society.

2.11 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual General Meeting – The Society will hold meetings of Members at such date, time, and place as determined by the Board within the Province of British Columbia. An Annual General Meeting must be held once every calendar year and not more than 15 months after the adjournment of the previous annual meeting. Any Member will be provided, upon request and not fewer than seven days before the Annual General Meeting, with a copy of the approved financial statements and auditor’s report.

3.2 General Meeting – A General Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of 10% or more of the Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act. A General Meeting must be held within 21 days from the date of the deposit of the requisition. If the General Meeting is not held within 21 days, a majority of the requisitionists may call the General Meeting.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least seven days and not more than 60 days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 Special Business – Special business is:

- a) All business conducted at a General Meeting except the adoption of the rules of order, and
- b) All business conducted at an Annual General Meeting, except:
 - i. The adoption of the rules of order;
 - ii. The consideration of the financial statements;
 - iii. The report of the Directors;
 - iv. The report of the auditor;
 - v. The election of Directors;
 - vi. The appointment of the auditor; and

- vii. Such other business as, under these By-laws or required by the Act, ought to be conducted 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.

3.8 New Business – No other item of business will be included in the notice of the meeting of the Members unless a Member’s proposal, as defined in the Act, has been submitted to the Board seven days prior to the meeting of the Members in accordance with procedures as approved by the Board and the Act. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the notice calling a meeting of the Members and an updated agenda (if notice has already been sent to the Members).

3.9 Quorum – A minimum of 10 Members present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.10 Chair – The President, or designate as determined by the Board, will chair all meetings of the Members.

3.11 Agenda – The agenda for the Annual General Meeting will at least include:

- a) Call to order;
- b) Establishment of quorum;
- c) Approval of the agenda;
- d) Approval of minutes of the previous Annual General Meeting;
- e) Presentation of reports;
- f) Financial report;
- g) Appointment of Auditors;
- h) Business as specified in the meeting notice;
- i) Election of new Directors; and
- j) Adjournment.

3.12 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.13 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within 30 days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.14 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditor, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

3.15 Voting Rights – Members will have the following voting rights at all meetings of the Members:

- a) Individual Members who are 18 years old or older may exercise one vote at all meetings of the Members; and
- b) Individual Members who are younger than 18 years old may have one vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with three children registered with the Society who are younger than 18 years old may exercise three votes. However, two parents of the same child who is registered with the Society and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote.

3.16 Eligibility of Votes – The date determined by the Board will determine the list of Members that are eligible to vote at a meeting of the Members. The date will be no more than 30 days prior to the meeting.

3.17 Proxy Voting – A Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder to attend and vote on behalf of the Member. The proxy holder must be a Member who has voting rights pursuant to section 3.15. A proxy must:

- a) Be signed by the Member;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Society; and
- d) Be submitted to the Registered Office of the Society at least two business days prior to the meeting of the Members.

3.18 Maximum Number of Proxies – No Member will hold more than 10 proxy votes.

3.19 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.20 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of between seven and nine Directors.

4.2 Composition of the Board – The Board will consist of the following:

- a) President;
- b) Vice President/Secretary;
- c) Treasurer;
- d) Athlete Representative;
- e) Three Directors-at-Large; and
- f) Up to two appointed Directors.

Election of Directors

4.3 Eligibility – To be eligible for election as a Director, an individual must:

- a) Be 18 years of age or older;
- b) Have the power under law to contract;
- c) Have not been convicted of an offense involving fraud in the past five years;
- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the status of an undischarged bankrupt.

4.4 Call for Nominations – At least 90 days prior to the Annual General Meeting, the Nominations Committee will issue a ‘Call for Nominations’ using any means of communication. The ‘Call of Nominations’ will state the method which the nominations are to be made, the requirements for the position, and the deadline for submission which will be no later than 30 days prior to the Annual General Meeting.

4.5 Nominations from the Floor – Nominations are permitted from the floor if there are not enough nominees for Director positions.

4.6 Nomination – Except in the case of nominations from the floor, any nomination of an individual for election as a Director must:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Be in the form required by the Society; and
- c) Be submitted to the Registered Office of the Society 30 days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.7 Election – Directors will be elected at each Annual General Meeting as follows:

- a) The President, Treasurer, and two Directors-at-Large will be elected to the Board at Annual General Meetings held in odd numbered years; and

- b) The Vice President/Secretary, Athlete Representative, and one Director-at-Large will be elected to the Board at Annual General Meetings held in even numbered years.

4.8 Non-Director-at-Large Elections – Elections for each non-Director-at-Large position will be in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie, then the winner(s) will be declared by Ordinary Resolution of the Board.

4.9 Director-at-Large Elections – Elections for each Director-at-Large position will be decided in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners declared by acclamation.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If there continues to be a tie, then the winner(s) will be declared by Ordinary Resolution of the Board.

4.10 Terms – Elected Directors will serve terms of two years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

Appointed Directors

4.11 Appointment – The Board may appoint up to a maximum of two Appointed Directors.

4.12 Past President – The Board may appoint the immediate Past President of the Society as an Appointed Director, provided that this individual is interested in serving in the position, by Ordinary Resolution of the Board.

4.13 Terms – Appointed Directors will serve a term of one year and will hold office until the conclusion of the Society's first Annual General Meeting following their appointment unless they resign, or are removed from or vacate their office.

Resignation and Removal of Directors

4.14 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Vice President/Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.15 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director's term in office expires;
- b) The Director resigns;
- c) At the discretion of the Board and without reasonable excuse, the Director is absent from three consecutive meetings of the Board;
- d) The Director is found to be incapable of managing property by a court or under British Columbia law;
- e) The Director is found by a court to be of unsound mind;
- f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- g) The Director dies.

4.16 Removal – An elected Director may be removed by Special Resolution at a meeting of the Directors provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.17 Vacancy – Where the position of a Director becomes vacant for whatever reason, the Board may appoint an individual by way of Ordinary Resolution to fill the vacancy until the next Annual General Meeting. If there is a year left on the term of the vacating Director at the next Annual General Meeting, then an election will be held for that position for the remaining year of that term.

Meetings of the Board

4.18 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two Directors.

4.19 Chair – The President will be the Chair of all meetings of the Board. In the absence of the President, the Vice President/Secretary or a designate will be the Chair of the meeting.

4.20 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven days prior to the scheduled meeting. Notice served by mail will be sent at least 14 days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.21 Board Meeting with New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.22 Number of Meetings – The Board will hold at least four meetings per year.

4.23 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.24 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the Chair of the meeting will vote a second time to decide the issue.

4.25 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.26 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.27 In-Camera Meetings – The Board may, by Ordinary Resolution, consider business in-camera if the business deals with, but not limited to:

- a) Discipline of any Director or Member;
- b) Expulsion or suspension of any person from any office of the Society, or of any Member of the Society;
- c) Recruitment, review and employment of personnel;
- d) Acquisition of property or other contractual arrangements; or
- e) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.

4.28 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.29 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.30 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Society; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.31 Powers of the Society – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

4.32 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons, including a Senior Manager, as it deems necessary to carry out the work of the Society;
- e) Determine registration procedures, recommend membership dues, and determine other registration requirements;
- f) Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
- g) Make expenditures and investments for the purpose of furthering the purposes of the Society;
- h) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Society.

4.33 Senior Manager – The Society employs a model of governance that separates governance and management functions. The Board delegates to the Senior Manager the responsibility to manage the day-to-day operations of the Society in accordance with Board policies and direction, and subject to any limits established by the Board.

ARTICLE V OFFICERS/ATHLETE REPRESENTATIVE

5.1 Composition – The Officers will be comprised of the President, Vice President/Secretary, Treasurer, and Senior Manager.

5.2 Duties – The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Society, will Chair meetings of the Members and meetings of the Board, will be the official spokesperson of the Society and may delegate this function as required, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President/Secretary will be responsible for the documentation of all amendments to the Society's By-Laws, will be responsible for the documentation of all policies approved by the Board, will cause to be recorded the minutes of all meetings of the Board and Members, will give due notice to all Members of the meeting of the Members of the Society, and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will keep such financial records, including books of account, as are necessary to comply with the Societies Act, including such filings as are required to comply with the Act; render financial statements to the Directors, Members when required, including the preparation of the first draft of proposed annual budget and the preparation of the yearly financial statements in a form satisfactory for audit; chair all other financial committees; and be responsible for coordinating all financial matters of the Society.
- d) The Senior Manager is the chief employee of the Society and is responsible to the Board for the management and operations of the Society. The Senior Manager will have a title as determined by the Board, and is responsible for implementing the Strategic Plan and other policies developed by the Board, for ensuring that all official documents and records of the Society are properly kept, for developing and

implementing operational policies and procedures, and for managing the day-to-day operations of the Society through the staff and operational committees.

5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society.

5.4 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

5.5 The Athlete Representative will represent the interests of the high performance athletes in any Board discussions that affect high performance training, competition, hosting and/or the ability of the athletes to perform, will liaison between high performance athletes and the Board, and will ensure that communication takes place between high performance athletes regarding issues of interest and impact to the high performance programs.

ARTICLE VI COMMITTEES

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, may determine the reporting requirements for committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Committee Type – Terms of reference for each committee will distinguish whether the committee is a:
a) Board Committee, in which case it must consist of at least two Directors and may include other individuals approved by the Board; or an
b) Operational Committee, in which case it is not required to consist of any Directors or Members of the Society.

6.3 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.

6.4 Ex-officio – The President and Senior Manager will be *ex-officio* and non-voting members of all committees of the Society.

6.5 Removal – The Board may remove any member of any Committee.

6.6 Debts – No Committee will have the authority to incur debts in the name of the Society.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be December 1 to November 30.

7.2 Bank – The banking business of the Society will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual General Meeting the Members will appoint an auditor to conduct an audit of the books, accounts, and records of the Society in accordance with the Act. The auditor will hold office until the next Annual General Meeting. The auditor will not be an employee, Officer, or Director of the Society and meet the qualifications as described in the Act.

7.4 Annual Financial Statements – The Board will approve audited financial statements (evidenced by signature of two or more Directors) of the Society of the last fiscal year of the Society. The statements must be for the period ending not more than six months before the Annual General Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than seven days before the Annual General Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor’s report;

- c) When the Society is incorporated under the BC *Societies Act* (upon becoming law), remuneration paid to Directors (if any) and remuneration paid to the Senior Manager and any other employee or contractor of the Society if the remuneration is greater than \$75,000; and
- d) Any further information respecting the financial position of the Society.

7.5 Books and Records – The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Society’s certificate of incorporation;
- b) The Society’s Constitution and By-laws;
- c) A register of Directors (including contact information);
- d) Written consent of each Director to act as a Director;
- e) Written resignation(s) of any Director(s);
- f) Disclosure of any conflict of interest by any Director or the Senior Manager;
- g) A register of Members (including contact information);
- h) The minutes of meetings of the Members;
- i) The resolutions of the Members from any meeting of the Members;
- j) Annual Financial Statements described in Section 7.4 of these By-laws;
- k) The minutes of meetings of the Directors (including attendance);
- l) The resolutions of the Directors;
- m) The in-camera minutes of meetings of the Directors; and
- n) Adequate accounting records for each of the Society’s financial years, including a record of each transaction materially affected the financial position of the Society.

7.6 Access Restricted – The Society may restrict access to the following records:

- a) A register of Members (including contact information) if the Directors are of the opinion that the access would be harmful to the Society or to the interests of one or more Members;
- b) The minutes of meetings of the Directors (including attendance);
- c) The resolutions of the Directors;
- d) The in-camera minutes of meetings of the Directors; and
- e) Adequate accounting records for each of the Society’s financial years, including a record of each transaction materially affected the financial position of the Society.

7.7 Record Keeping – The Society may discard a record if the record is no longer relevant to the activities or internal affairs of the Society, after 10 years have passed since the record was created or, if the record has been altered, since the record was last altered.

7.8 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Society will be executed by at least one of the Officers or other individuals, as designated by the Board and in accordance with Society’s financial policies. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.9 Property – The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.10 Borrowing – The Board may from time to time:

- a) Borrow money on the credit of the Society;
- b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Society;
- c) Give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
- d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Society, including book debts, rights, powers, franchises, and undertakings, to secure any debt or liability of the Society.

7.11 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual General Meeting.

7.12 Filing Resolutions – The Society must file with the registrar an original and one copy of each special resolution, which special resolutions must be in the form established by the registrar.

Remuneration

7.13 No Remuneration – All Directors and members of Committees will serve their term of office without remuneration (unless approved by a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.14 Conflict of Interest – A Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will leave the meeting at which the issue is being discussed, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Voting – These By-laws may be amended, revised, repealed or added to:

- a) Under the current Act, by Special Resolution of the voting members and is effective on the later of:
 - i. The date on which it is filed with the registrar; and
 - ii. The date specified in the resolution.
- b) Under the new Act, by submitting with the registrar a bylaw alteration application which has been authorized by a Special Resolution and will be effective when the bylaw alteration application is filed with the registrar.

ARTICLE IX NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, email, or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE X DISSOLUTION

10.1 Dissolution – The Society may be dissolved in accordance with the Act.

10.2 Assets – Upon the dissolution of the Society, any funds or assets remaining after paying all debts will be distributed to qualified charities or donees (as defined by the Act) that support or promote the purposes of the Society.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director, the Senior Manager, and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

11.2 Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Society; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11.3 Insurance – The Society will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE XII ADOPTION OF THESE BY-LAWS

12.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Society at a meeting of Members duly called and held on April 22, 2017.

12.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.