



**T.K. SPARKS**

## Pacific Wave Artistic Swim Club

### BYLAWS

#### PART 1 - Definitions and Interpretation

##### 1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) **“Board”** means the Directors acting as authorized by the Societies Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (b) **“Board Resolution”** means:
  - (i) a resolution passed by a simple majority of the votes cast by those Directors who are entitled to vote on such matter either at a duly constituted meeting of the Board (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or by a combination of votes cast at a meeting of the Board and by Electronic Means; or
  - (ii) a resolution that has been consented to in writing by every Director who would have been entitled to vote on the resolution at a meeting of the Board;
- (c) **“Bylaws”** means the bylaws of the Society as filed with the Registrar of Companies and as may be altered from time to time in accordance with the Societies Act;
- (d) **“Coach”** means an individual engaged by the Society to act as a coach for its Swimmers, and includes the Head Coach;
- (e) **“Code of Conduct”** means the code of conduct approved by the Board pursuant to these Bylaws;
- (f) **“Constitution”** means the constitution of the Society as filed with the Registrar of Companies, and as may be altered from time to time in accordance with the Societies Act;
- (g) **“Directors”** means those individuals who are, or who subsequently become, directors of the Society in accordance with these Bylaws and who have not ceased to be directors;
- (h) **“Electronic Means”** means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, radio, computer or internet-based technology or other communication facility or medium, that:
  - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location, and
  - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;

- (i) **“General Member”** means a person who is registered as a “General Member” pursuant to these Bylaws;
- (j) Club Policies means Club Policies for Members approved by the Board pursuant to these Bylaws;
- (k) **“Head Coach”** means the individual engaged by the Society to act as the head coach for its Swimmers;
- (l) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (m) **“Master Swimmer”** means an individual 20 years of age or older as of September 1 of a Membership Year, who participates in artistic swimming on behalf of, or that is organized by, the Society;
- (n) **“Master Swimmer Member”** means a Master Swimmer who is registered as a “Master Swimmer Member” pursuant to these Bylaws, if the Board has established a class of Master Swimmer Members;
- (o) **“Members”** means all of the members of the Society regardless of class of membership;
- (p) **“Membership Year”** means the period of time from September 1 to August 31;
- (q) **“Non-Voting Parent Member”** means a Parent who is registered as a “Non-Voting Parent Member” pursuant to these Bylaws;
- (r) **“Officer”** means an individual elected or appointed as President, Vice-President, Secretary, Treasurer or Registrar pursuant to these Bylaws;
- (s) **“Ordinary Resolution”** means:
  - (i) a resolution passed by a simple majority of the votes cast by those Voting Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person, by advance ballot or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or by a combination of votes cast at a meeting of the Members and by Electronic Means; or
  - (ii) a resolution consented to in writing, after being sent to all of the Voting Members entitled to vote on such matters, by at least 2/3 of such Voting Members;
- (t) **“Parent”** means a parent or legal guardian of a Swimmer Member, or another adult residing in the same household as the Swimmer Member who is named by the parent or legal guardian of a Swimmer Member;
- (u) **“Parent Member”** means a Parent who is registered as a “Parent Member” pursuant to these Bylaws;
- (v) **“President”** means the person appointed or elected to the office of the president in accordance with these Bylaws;
- (w) **“Registered Address”** of a Member or Director means the address of that Member or Director, as applicable, recorded in the register of Members or register of Directors, as the

case may be, including, if provided by the Member or Director for that purpose, that Member's or Director's facsimile number and electronic mail address;

- (x) **"Registrar"** means the person appointed or elected to the office of registrar for the Society in accordance with these Bylaws;
- (y) **"Registrar of Companies"** means the Registrar of Companies of the Province of British Columbia;
- (z) **"Registration Fee"** means the annual registration fee payable by or on behalf of a Swimmer or Master Swimmer;
- (aa) **"Secretary"** means the individual appointed or elected to the office of Secretary in accordance with these Bylaws;
- (bb) **"Senior Manager"** means an individual appointed by the Directors to serve as a senior manager in accordance with the Societies Act;
- (cc) **"Societies Act"** means the *Societies Act* of the Province of British Columbia from time to time in force, as it may be amended, restated or replaced from time to time, and includes any successor legislation thereto and all regulations enacted thereunder;
- (dd) **"Society"** means Pacific Wave Artistic Club Swim or such other name by which the Society becomes known if it changes its name in accordance with the Societies Act and these Bylaws;
- (ee) **"Special Resolution"** means:
  - (i) a resolution passed by at least 2/3 of the votes cast by those Voting Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person, by advance ballot or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or by a combination of votes cast at a meeting of the Members and by Electronic Means; or
  - (ii) a resolution consented to in writing by all of the Voting Members entitled to vote on such matter;
- (ff) **"Swimmer"** means an individual under the age of 20 as of September 1 of a Membership Year, who participates in artistic swimming on behalf of, or that is organized by, the Society throughout the swimming season, and for greater certainty includes a swimmer registered through the Society for a recreational swimming program organized by the Society, but does not include a swimmer who attends only individual classes run by the Society or a swimmer registered for a recreational swimming program organized by Society through a municipality rather than through the Society;
- (gg) **"Swimmer Member"** means a Swimmer who is registered as a "Swimmer Member" pursuant to these Bylaws;
- (hh) **"BC Artistic Swimming"** means British Columbia Artistic Swimming, or its successor as the provincial governing body of Artistic Swimming in British Columbia;
- (ii) **"Treasurer"** means the individual appointed or elected to the office of Treasurer in accordance with these Bylaws;

- (jj) **“Vice-President”** means the person appointed or elected to the office of the vice-president in accordance with these Bylaws; and
- (kk) **“Voting Members”** means, together, all of the Parent Members, Master Swimmer Members and General Members.

## **1.2 Societies Act Definitions**

Except as otherwise provided, the definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

## **1.3 Conflict with Societies Act**

If there is a conflict between these Bylaws and the Societies Act, the Societies Act will prevail.

## **1.4 General Interpretation Rules**

Words importing the singular include the plural and vice versa; and words importing a gender include all genders.

# **PART 2 - Members**

## **2.1 Members**

The Members are those Persons who are Members on the date these Bylaws come into force 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 Classes of Membership**

The following are the classes of Members of the Society:

- (a) Swimmer Members;
- (b) Parent Members;
- (c) Non-Voting Parent Members;
- (d) if established as a class of Members by Board Resolution, Master Swimmer Members; and
- (e) General Members.

## **2.3 Rights of Members**

In addition to such rights and subject to such restrictions as may be contained in the Societies Act and these Bylaws, a Member in good standing has the following rights and privileges of membership, by class:

- (a) Swimmer Members
  - (i) to receive notice of and attend all meetings of Members; and
  - (ii) to serve on committees of the Society, as invited;
- (b) Parent Members

- (i) to receive notice of and attend all meetings of Members;
- (ii) to make or second motions at any meetings of Members and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (iii) to exercise a vote on matters for determination by the Members;
- (iv) to nominate individuals for election as a Director, in accordance with these Bylaws;
- (v) to be nominated, if qualified in accordance with these Bylaws, to stand for election as a Director of the Society; and
- (vi) to serve on committees of the Society, as invited;

(c) Non-Voting Parent Members

- (i) to receive notice of and attend all meetings of Members; and
- (ii) to serve on committees of the Society, as invited;

(d) Master Swimmer Members

- (i) to receive notice of and attend all meetings of Members;
- (ii) to make or second motions at any meetings of Members and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (iii) to exercise a vote on matters for determination by the Members;
- (iv) to nominate individuals for election as a Director, in accordance with these Bylaws;
- (v) to be nominated, if qualified in accordance with these Bylaws, to stand for election as a Director of the Society; and
- (vi) to serve on committees of the Society, as invited.

(e) General Members

- (i) to receive notice of and attend all meetings of Members;
- (ii) to make or second motions at any meetings of Members and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (iii) to exercise a vote on matters for determination by the Members;
- (iv) to nominate individuals for election as a Director, in accordance with these Bylaws;
- (v) to be nominated, if qualified in accordance with these Bylaws, to stand for election as a Director of the Society; and
- (vi) to serve on committees of the Society, as invited.

## 2.4 Eligibility for Membership

Subject to Bylaws 2.5 and 2.8, to be eligible to be admitted as, and to remain, a Member, a person must meet the following criteria:

(a) Swimmer Members

Membership as a Swimmer Member is open to a Swimmer:

- (i) who applies to the Society, or whose Parent applies to the Society on their behalf, in the manner required by the Board for registration as a Swimmer Member;
- (ii) who is registered by the Registrar as a Swimmer Member; and
- (iii) who has paid, or whose Parent has paid on their behalf, Registration Fees and any other membership dues or fees required by the Board.

(b) Parent Members

Membership as a Parent Member is open to a Parent of a Swimmer Member, if:

- (i) the Swimmer Member meets the criteria in paragraph (a);
- (ii) the Parent is not a Master Swimmer Member; and
- (iii) the Parent is registered by the Registrar as a Parent and identified as a Parent Member in accordance with Bylaw 2.5.

(c) Non-Voting Parent Members

Membership as a Non-Voting Parent Member is open to a Parent of a Swimmer Member, if:

- (i) the Swimmer Member meets the criteria in paragraph (a);
- (ii) the Parent is not a Master Swimmer Member; and
- (iii) the Parent is registered by the Registrar as a Parent and identified as a Non-Voting Parent Member in accordance with Bylaw 2.5.

(d) Master Swimmer Members

If Master Swimmer Members are established as a class of Members by Board Resolution, membership as a Master Swimmer Member is open a Master Swimmer who:

- (i) applies to the Society in the manner required by the Board for registration as a Master Swimmer;
- (ii) is registered by the Registrar as a Master Swimmer Member; and
- (iii) has paid Registration Fees and any other membership dues or fees required by the Board.

(e) General Members

Membership as a General member is open to anyone who

- (i) is an individual who is at least 18 years of age;
- (ii) is either:
  - A. Registered in one of the following categories established by BC Artistic Swimming or Canada Artistic Swimming:
    - 1 Directors
    - 2 Parents of athletes who are under the age of 18 years, subject to Bylaw 2.5;
    - 3 Coaches
    - 4 Officials
  - B. An official registered with Canada Artistic Swimming; or
  - C. Athlete Alumni;
- (iii) has applied, and been accepted to the Board, in the sole discretion, as a General Member; and
- (iv) has paid any required membership fees.

## **2.5 Role of Parents as Members**

- (a) Only one Parent may be identified as a Parent Member in respect of each Swimmer Member.
- (b) Each Parent who is registered with the Society as a "Parent", and who is not registered as a Master Swimmer Member, will be identified as either a Parent Member or a Non-Voting Parent Member in accordance with Board policies. Notwithstanding any such Board policies, Parents of a particular Swimmer may amend the membership class in which they are identified, as between Parent Members and Non-Voting Parent Members, by providing written notice to the Society signed by each Parent whose membership category is affected and such amendment will be effective as of the date such amendment is delivered to the Society.
- (c) In the event that a Parent is identified as a Parent Member in respect of more than one Swimmer Member, he or she is nonetheless entitled to only one vote.

## **2.6 Duties of Members**

Every Member will, at all times, uphold the Constitution and comply with these Bylaws, the Code of Conduct, Club Policies, and any other policies of the Society adopted by the Directors from time to time and published on the Society's website.

## **2.7 Membership Dues and Fees**

The Board may, by Board Resolution:

- (a) set the amount of the annual Registration Fee and any other required membership dues, levies or fees; and

- (b) establish a schedule for monthly payment of dues, levies or fees.

## **2.8 Discretion of the Board**

The Board may, in its discretion:

- (a) vary or waive a membership requirement set out in these Bylaws if the Board determines that it is necessary or appropriate to do so in a specific situation; or
- (b) discount, pro-rate or waive the payment of dues, levies or fees required of any given Member from time to time.

## **2.9 Transferability of Membership**

Membership in the Society is not transferable.

## **2.10 Membership Term**

The membership of each Member shall expire at the end of the corresponding Membership Year.

## **2.11 Renewal of Membership**

Members may renew their membership for a Membership Year by satisfying the eligibility requirements established in Bylaw 2.4.

## **2.12 Cessation of Membership**

A Member's membership in the Society terminates immediately when:

- (a) the Member ceases to be qualified as a Member pursuant to these Bylaws, including:
  - (i) in the case of a Swimmer Member or Master Swimmer Member, ceasing to be a Swimmer or Master Swimmer for the Society; or
  - (ii) in the case of a Parent Member or Non-Voting Parent Member, ceasing to be a Parent of a Swimmer for the Society;
- (b) the Member resigns in writing, the effective date of which will be the later to occur of (i) the receipt by the Society of the written resignation; and (ii) the effective date, if any, specified in the written resignation;
- (c) the Member dies;
- (d) the Member's membership expires, if not renewed in accordance with these Bylaws;
- (e) the Member is expelled in accordance with the Bylaws or otherwise as permitted under the Societies Act; or
- (f) unless otherwise waived by the Board in its discretion, the Member has been not in good standing for 6 consecutive months.

## **2.13 Suspension of a Swimmer**

- (a) If, in the opinion of a Coach, a Swimmer or Master Swimmer has failed to uphold the Constitution or to comply with these Bylaws, the Code of Conduct or Club Policies, that



Coach may, in accordance with the suspension policies and procedures set out in Club Policies and after consulting with the Head Coach, suspend that Swimmer or Master Swimmer from participating in practices or competitions for a defined period of time not to exceed seven days.

- (b) If, in the opinion of the Head Coach, a Swimmer or Master Swimmer has failed to uphold the Constitution or to comply with these Bylaws, the Code of Conduct or Club Policies, the Head Coach may, in accordance with the suspension policies and procedures set out in Club Policies and after consulting with the Chair and one other Director, suspend that Swimmer or Master Swimmer from participating in practices or competitions for a defined period of time not to exceed three months.
- (c) If a Coach or the Head Coach suspends a Swimmer or Master Swimmer, that Coach must provide the Swimmer or Master Swimmer with a written reason for that suspension within 7 days of the suspension, but the suspension remains in effect during this time.
- (d) If a Coach or the Head Coach does not provide the Swimmer or Master Swimmer with a written reason for a suspension within 7 days of the suspension, that suspension is deemed to be of no force and effect on the 8<sup>th</sup> day.
- (e) A Swimmer or Master Swimmer who has been suspended by a Coach or the Head Coach may, within 14 days of that Swimmer's or Master Swimmer's suspension or 7 days of receipt of the written decision (whichever is longer), appeal that Coach's decision to the Board in accordance with the appeal policies and procedures set out in Club Policies.
- (f) If a Swimmer or Master Swimmer has been suspended under these Bylaws, the Swimmer and their Parents or the Master Swimmer are not entitled to a refund of any Registration Fee or any other membership fees, levies or dues covering the period of the suspension.

## **2.14 Discipline or Expulsion of Members**

- (a) In this Bylaw 2.14, "3/4 Board Resolution" means
  - (i) a resolution passed by least 3/4 of the votes cast by those Directors who are entitled to vote at a duly constituted meeting of the Board (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Board and by Electronic Means, or
  - (ii) a resolution that has been consented to in writing by every Director who would have been entitled to vote on the resolution at a meeting of the Board.
- (b) Without limiting the authority of a Coach or the Head Coach to suspend a Swimmer or Master Swimmer under Bylaw 2.13, a Member may be disciplined or expelled by Special Resolution or by 3/4 Board Resolution, in accordance with the expulsion policies and procedures set out in Club Policies.
- (c) The Society must send to the Member written notice of the proposed discipline or expulsion, accompanied by a brief statement of the reason or reasons for the proposed discipline or expulsion.
- (d) The Member who is the subject of the proposed discipline or expulsion must be given an opportunity to make representations to the Society respecting the proposed discipline or expulsion.

- (e) If a Member has been disciplined or expelled, the Member and, in the case of a Swimmer Member, the Member's Parents, are not entitled to a refund of any Registration Fee or any other membership fees, levies or dues covering the period of the discipline or the remaining portion of the Membership Year following expulsion.

### **2.15 Members Not in Good Standing**

- (a) A Member is not in good standing if the Member or, in the case of a Swimmer Member, the Member's Parents, fail to pay the Member's Registration Fee, any other required membership fees, levies or dues, or any other debt due and owing to the Society, and the Member is not in good standing so long as those amounts remain unpaid.
- (b) A Member is not in good standing if the Member has been suspended or disciplined, and the Member is not in good standing for the duration of such suspension or discipline.
- (c) A Swimmer Member or Master Swimmer Member who is not in good standing is ineligible to participate in artistic swimming on behalf of, or that is organized by, the Society unless the Board, in its discretion, waives or modifies that restriction.

### **2.16 Rights of Members Not in Good Standing**

A Member of any class that is not in good standing has the right to receive notice of and to attend all meetings of Members but is suspended from all other rights and privileges, including the right to vote at such meetings, for so long as such Member remains not in good standing.

### **2.17 Rights of Members on Cessation of Membership**

All rights and privileges of a Member terminate immediately on cessation of membership.

## **PART 3 - General Meetings of Members**

### **3.1 Time and Place of General Meetings**

General meetings of the Society will be held at such time and place, in accordance with the Societies Act, as the Directors decide.

### **3.2 Annual General Meetings**

Unless otherwise permitted in accordance with the Societies Act, the Society will hold an annual general meeting at least once in every calendar year.

### **3.3 Extraordinary General Meeting**

Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

### **3.4 Calling of Extraordinary General Meeting**

The Directors may, by Board Resolution, convene an extraordinary general meeting.

### **3.5 Requisition of General Meeting**

The Voting Members may, in accordance with the Societies Act, requisition the Directors to call a general meeting for the purposes stated in the requisition, provided that such requisition is signed by not fewer than 10% of the Voting Members and otherwise complies with the Societies Act.

### **3.6 Notice of General Meeting**

- (a) Subject to Bylaw 3.7 written notice of a general meeting must be sent to every Member at least 7 days and not more than 60 days before the meeting.
- (b) Notice of a general meeting must:
  - (i) specify the date, time and location of the general meeting; and
  - (ii) include the text of any Special Resolution to be submitted to the Members at the meeting.
- (c) If the Board has determined to permit participation in a general meeting by Electronic Means, notice of the meeting must inform Members and other participants, if any, that they may participate by Electronic Means and provide instruction on how this may be done.

### **3.7 Deemed Sending of Notice of General Meeting**

Notwithstanding Bylaw 3.6, for so long as the Society has more than 250 Members, notice of a general meeting must be sent:

- (a) by e-mail to every Member who has provided an email address to the Society, by email to that email address at least 14 days and not more than 60 days before the meeting; and
- (b) by posting notice of the meeting on a website that is maintained by or on behalf of the Society, and that is accessible to all of the Members, throughout the period that commences at least 21 days immediately before the meeting and ends on the day on which the meeting is held.

### **3.8 Waiver of Notice**

A Member may, in any manner, waive the Member's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of a Member at a general meeting is a waiver of the Member's entitlement to notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **3.9 Omission of Notice**

The accidental omission to send notice of a general meeting to, or the non-receipt of a notice by, a Member does not invalidate any proceedings at that meeting.

### **3.10 Members' Proposals**

The Voting Members may, in accordance with the Societies Act, send to the Society a notice of a matter that the Voting Members propose to have considered at an annual general meeting, provided that such proposal:

- (a) is signed by no fewer than the number of Voting Members that is the greater of (i) 5% of the Voting Members; and (ii) two Voting Members, and
- (b) otherwise complies with the Societies Act.

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

#### **4.1 Ordinary Business at General Meetings**

At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) election or appointment of Directors;
- (e) appointment of an auditor, if applicable; and
- (f) business arising out of a report of the Directors not requiring the passing of a Special Resolution.

#### **4.2 Chair of General Meeting**

The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair of the meeting;
- (b) if the Board has not appointed an individual to preside as the chair of the meeting or the individual appointed by the Board is unable to preside as the chair of the meeting:
  - (i) the President; or
  - (ii) the Vice-President, if the President is unable to preside as the chair of the meeting;
- (c) one of the other Directors present at the meeting, if both the President and Vice-President are unable to preside as the chair of the meeting; or
- (d) if there is no individual otherwise entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, an individual elected by the Voting Members who are present at the meeting to preside as the chair of the meeting.

#### **4.3 Quorum Required**

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of Voting Members is present.

#### **4.4 Quorum**

The quorum for the transaction of business at a general meeting is 9 Voting Members in good standing, present in person or by Electronic Means, to the extent permitted by the Board, provided that if the Society has fewer Voting Members than is required under this Bylaw, the quorum for the transaction of business at a general meeting is all of the Voting Members.

#### **4.5 Lack of Quorum at Commencement of Meeting**

If, within 30 minutes from the time set for holding a general meeting, a quorum of Voting Members is not present:

- (a) in the case of a meeting convened on the requisition of Voting Members, the meeting is terminated; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Voting Members who are present constitute a quorum for that meeting.

#### **4.6 If Quorum Ceases to be Present**

If, at any time during a general meeting, there ceases to be a quorum of 9 Voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### **4.7 Adjourning a General Meeting**

The chair of a general meeting may, or if so directed by the Voting Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

#### **4.8 Notice of Continuation of Adjourned General Meeting**

It is not necessary to send notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 10 days or more, notice of the continuation of the adjourned meeting must be sent.

#### **4.9 Participation in General Meetings by Electronic Means**

The Board may, in its discretion, determine to hold any general meeting, either in whole or in part, by Electronic Means so as to allow some or all of the Members and any other participants in such meeting to participate in the meeting remotely, provided that if so determined, the Board must take reasonable steps to ensure that all of the persons participating in the meeting, whether in person or by Electronic Means, are able to communicate with each other. Any Person participating in a general meeting by Electronic Means is deemed to be present at such meeting.

#### **4.10 Proposing a Resolution**

No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

#### **4.11 Ordinary Resolution Sufficient**

A matter to be decided at a general meeting must be decided by Ordinary Resolution unless the matter is required by the Societies Act or these Bylaws to be decided by Special Resolution.

#### **4.12 Entitlement to Vote**

- (a) Each Voting Member in good standing is entitled to one vote on matters for determination by the Members, regardless of the number of membership categories in which the Voting Member may be eligible for registration and regardless of whether the Voting Member is identified as a "Parent" in respect of more than one Swimmer.
- (b) In case of an equality of votes, the individual presiding as chair of a meeting will not have a casting or second vote in addition to the vote to which such individual may be entitled as a Member and the proposed resolution will not pass.

#### **4.13 Voting by Electronic Means Outside of a General Meeting**

The Board may, in its sole discretion from time to time, approve the conduct of a vote of the Voting Members other than at a general meeting. Such a vote may be taken by mail-in ballot or Electronic Means. For each such vote, the Society must provide each Voting Members in good standing with notice in accordance with these Bylaws, which notice must include:

- (a) the text of the resolutions that are the subject of the vote and any other supporting documentation;
- (b) the opening and closing dates for casting a vote; and
- (c) instructions on how Voting Members may cast their vote.

#### **4.14 Methods of Voting**

Voting by Voting Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by a show of hands or voting cards, an oral vote or another method that adequately discloses the intention of the Voting Members who are entitled to vote;
- (b) by written ballot; or
- (c) by Electronic Means,

provided that where a vote is to be conducted in accordance with paragraph (a), if requested by two or more Voting Members or directed by the chair of the meeting, in each case prior to the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Voting Member voted.

#### **4.15 Proxy Voting**

- (a) Voting by proxy is permitted, but a proxy may not be used to establish quorum for a general meeting.
- (b) An appointment of a proxy holder:
  - (i) must be in writing, and in the form required by the Board;
  - (ii) must be used in accordance with any applicable policies and procedures approved by the Board;
  - (iii) is valid only at the meeting for which the appointment is given or at any adjournment of that meeting; and
  - (iv) may be revoked at any time.

### **PART 5 - Directors**

#### **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 by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Society, including without limitation, the Societies Act; and
- (b) these Bylaws and the Constitution.

## **5.2 Management of Property, Activities and Internal Affairs**

The Board has the authority and responsibility to manage, or supervise the management of, the property, activities and internal affairs of the Society.

## **5.3 Invalidation of Director Acts**

- (a) No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- (b) No act or proceeding of a Director or the Board is invalid merely because:
  - (i) of a defect in a Director's designation, election or appointment or in the qualifications of a Director;
  - (ii) fewer than the required number of Directors have been designated, elected or appointed;
  - (iii) the residency requirements for the Directors have not been met; or
  - (iv) a majority of the Directors, contrary to the Societies Act, receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for services.

## **5.4 Number of Directors**

The Society must have no fewer than six Directors, or such greater number of Directors as may be determined from time to time by Ordinary Resolution, each of whom is elected or appointed in accordance with these Bylaws.

## **5.5 Composition of the Board**

The Board will be comprised of the following Directors:

- (a) the President;
- (b) the Vice-President;
- (c) the Secretary
- (d) the Treasurer;
- (e) the Registrar; and
- (f) one or more additional Directors-at-large.

## **5.6 Director Qualifications**

In order to be eligible to be elected and to serve as a Director, an individual must comply with the requirements in the Societies Act and, without limiting the foregoing, must:

- (a) be a Parent Member, Master Swimmer or General Member, who has been a Member of the Society for at least 12 months immediately preceding the date of the election;
- (b) not have been found by any court to be incapable of managing his or her affairs;
- (c) not be an undischarged bankrupt;
- (d) not have been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, in each case in the time periods and circumstances prescribed by the Societies Act;
- (e) be resident in British Columbia; and
- (f) have been nominated for election or appointment as a Director in accordance with Board policies from time to time.

Unless permitted under the Societies Act, a majority of Directors must not receive nor be entitled to receive remuneration from the Society under contracts of employment or contracts for services.

### **5.7 Consent to be a Director**

No election, appointment or designation of an individual as a Director is valid unless:

- (a) that individual consents to be a Director in the manner provided for in the Societies Act; or
- (b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a Director.

### **5.8 Election of Directors**

Directors will be elected by the Voting Members at a general meeting at which the election or appointment of Directors is required and will take office commencing at the close of such meeting.

### **5.9 Election by Ballot**

- (a) An election of Directors may be by acclamation, provided that if there are more candidates for election as Directors than there are positions for Director that will become vacant at the close of the next annual general meeting, the election of Directors will be by secret ballot with the name of each candidate appearing individually on the ballot.
- (b) Elections for each open position on the Board will be held by a separate vote, conducted one at a time in the following order, with unsuccessful candidates for any position eligible to run for subsequently elected positions:
  - (i) The President will be elected by majority vote, provided that if no candidate receives a majority vote, the candidate with the least number of votes will be removed from the ballot and another vote held. The voting process will continue in this manner until one person has the majority vote.
  - (ii) The Vice-President will be elected by majority vote, provided that if no candidate receives a majority vote, the candidate with the least number of votes will be removed from the ballot and another vote held. The voting process will continue in this manner until one person has the majority vote.



- (iii) The Treasurer will be elected by majority vote, provided that if no candidate receives a majority vote, the candidate with the least number of votes will be removed from the ballot and another vote held. The voting process will continue in this manner until one person has the majority vote.
  - (iv) The Registrar will be elected by majority vote, provided that if no candidate receives a majority vote, the candidate with the least number of votes will be removed from the ballot and another vote held. The voting process will continue in this manner until one person has the majority vote.
  - (v) The Secretary will be elected by majority vote, provided that if no candidate receives a majority vote, the candidate with the least number of votes will be removed from the ballot and another vote held. The voting process will continue in this manner until one person has the majority vote.
  - (vi) One or more Directors-at-large who will be elected on a single ballot in the order of the remaining candidates receiving the most votes.
- (c) In the event of an election by ballot, no Voting Members will vote for more Directors than the number of vacant positions for Director. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void. Votes may be cast on the secret ballots using the methods of voting determined by the Directors, in their discretion, pursuant to Bylaw 4.14.

#### **5.10 Director Terms**

- (a) Elections for Directors will normally occur at the annual general meeting.
- (b) Subject to paragraph (d) and Bylaw 5.15, each Director will be elected for a two-year term (such term to correspond to his or her term of office as Officer, if applicable) and will retire from office at the close of the second annual general meeting following his or her election, provided that if no successor is elected at such meeting and the retirement of a Director would cause the number of Directors to fall below three, such Director, if he or she consents, will continue to hold office (and the term of such individual as Director is deemed to have been extended) until such time as a successor Director is elected or appointed.
- (c) For the purposes of calculating the duration of a Director's term of office, such term will be deemed to have commenced at the close of the annual general meeting at which the Director was elected provided that if the Director was elected at an extraordinary general meeting or by consent resolution of the Members, his or her term of office will be deemed to have commenced at the close of the annual general meeting immediately following his or her election.
- (d) The Directors shall be elected for staggered terms and in order to ensure staggered terms, the Directors may by Board Resolution prior to an election determine that some or all of the vacant Director positions will have a term of less than two years, the length of such term to be determined by the Directors in their discretion.

#### **5.11 Term Limits**

A Director may be elected for an unlimited number of consecutive terms.

### **5.12 Removal of Director**

The Voting Members may by Special Resolution remove a Director before the expiration of his or her term of office, and may elect or appoint, by Ordinary Resolution, an individual who is qualified under Bylaw 5.6 to serve as Director for the balance of the term of the removed Director.

### **5.13 Ceasing to be a Director**

An individual will immediately and automatically cease to be a Director upon:

- (a) ceasing to meet any of the qualifications for being a Director set out in the Societies Act or these Bylaws, including ceasing to be a Parent Member or Master Swimmer Member;
- (b) the written resignation of such individual as a Director, the effective date of which will be the later to occur of (i) the receipt by the Society of the written resignation; and (ii) the effective date, if any, specified in the written resignation;
- (c) his or her death;
- (d) the expiry of his or her term of office as a Director, unless re-elected;
- (e) his or her removal from office as a Director;
- (f) being a Member not in good standing for a period of 6 months;
- (g) unless waived by the Board, failing to attend 50% of the Board meetings in a Membership Year.

### **5.14 Directors May Fill Vacancy on Board**

- (a) Subject to paragraph (b), the Directors may at any time and from time to time, by Board Resolution, appoint an individual as a Director, provided that such individual is qualified under these Bylaws to serve as a Director, to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office or as a result of the failure by the Members to elect a Director at an annual general meeting to fill a vacant position on the Board.
- (b) If an existing Director is appointed to fill a vacancy for an Officer position, the position on the Board formerly held by the Director who has been appointed to fill the vacant Officer position will be deemed to be vacant and may be filled in accordance with these Bylaws.

### **5.15 Term of Appointment of Director Filling Vacancy**

- (a) An individual appointed to fill a vacancy on the Board will cease to be a Director at the next annual general meeting following the appointment, but is eligible for re-election at the meeting.
- (b) For greater certainty, if an existing Director is appointed to fill a vacancy for an Officer position pursuant to Bylaw 5.14(b), that individual will cease to be a Director and Officer at the next annual general meeting following the appointment, but is eligible for re-election at the meeting.

### **5.16 Support of Society Purposes**

Each Director will unreservedly subscribe to and support the purposes of the Society and, when exercising the powers and performing the functions of a Director, will act with a view to the purposes of the Society.

### **5.17 Director Remuneration**

The Society will not pay a Director any remuneration for being or acting as a Director; however, the Society may, subject to the Societies Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

### **5.18 Reimbursement of Director Expenses**

The Society may reimburse a Director for reasonable expenses necessarily incurred by him or her in performing his or her duties as a Director.

## **PART 6 - Proceedings of Directors**

### **6.1 Directors' Meetings**

The Directors may meet at the locations they think fit to conduct business and may otherwise regulate their meetings and proceedings as they see fit.

### **6.2 Calling Directors' Meetings**

A Directors' meeting may be called by the President or by any two Directors.

### **6.3 Notice of Directors' Meetings**

At least two days' notice of a Directors' meeting must be sent to all Directors unless all of the Directors agree to a shorter notice period, provided that:

- (a) for a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to send 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;
- (b) no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting and waive notice thereof in writing or give a prior verbal waiver to the Secretary;
- (c) if the Board decides, by Board Resolution, to hold regularly scheduled meetings to take place at dates and times set in advance by the Board and notice of this schedule of regular meetings is given to all Directors, no further notice need be given of such regularly scheduled Directors' meetings; and
- (d) a Director who is absent temporarily from the Province of British Columbia may waive notice of meetings of the Board, in the manner permitted by the Board from time to time, and until such waiver is withdrawn, a notice of meeting of Directors need not be given to such Director.

If a meeting of the Board will permit participation by Electronic Means, notice of that meeting must inform the Directors and other participants, if any, that they may participate by Electronic Means and provide instructions on how to do so.

#### **6.4 Board Proceedings Valid Despite Omission to Send Notice**

The accidental omission to send notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

#### **6.5 Quorum of Directors**

The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum will be a majority of the Directors then in office.

A Director who has, or may have, 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 Bylaw 7.2 is not entitled to vote on the proposed contract or transaction.

#### **6.6 Chair of Directors' Meetings**

Subject to a Board Resolution appointing another individual to chair a meeting, the President will chair all meetings of Directors.

If the President or such other individual appointed by Board Resolution is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to chair the meeting, the Vice-President will chair the meeting, provided that if the Vice-President is not present at such meeting within 15 minutes after the time appointed for holding the meeting or is unwilling to chair the meeting, the Directors present at the meeting will choose one of their number to chair the meeting.

#### **6.7 Board Resolutions**

Unless otherwise required under these Bylaws or under the Societies Act, any question arising at a meeting of the Directors or at a meeting of a committee of Directors will be decided by Board Resolution.

#### **6.8 Director Entitlement to Vote**

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

#### **6.9 Procedure for Voting by Directors**

- (a) Unless otherwise set out in these Bylaws, voting by Directors may occur by any one or more of the following methods, in the discretion of the chair of the meeting:
  - (i) by a show of hands, an oral vote or another method that adequately discloses the intention of the Directors;
  - (ii) by written ballot; or
  - (iii) by Electronic Means,

provided that where a vote is to be conducted in accordance with paragraph (a)(i), if directed by the chair of the meeting prior to the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Director voted.

- (b) No resolution proposed at a meeting of Directors needs to be seconded and the chair of a meeting may move or propose a resolution.

## **6.10 Participation in Meetings of Directors by Electronic Means**

The Board may determine, in its discretion, to hold any meeting or meetings, either in whole or in part, by Electronic Means, so as to allow one or more individuals to participate remotely in the meeting, provided that all participants in the meeting, whether in person or by Electronic Means, are able to communicate with each other, and any such Director is deemed to be present at such meeting.

## **PART 7 - Director Conflict of Interest**

### **7.1 Declaration of Conflict**

A Director who has a direct or indirect material interest in:

- (a) a contract or transaction, or proposed contract or transaction, of the Society; or
- (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society,

must disclose fully and promptly the nature and extent of such interest to each of the other Directors and must otherwise comply with the Societies Act and any policies adopted by the Board from time to time.

### **7.2 Voting on Proposed Contract or Transaction**

A Director who has declared his or her conflict of interest pursuant to Bylaw 7.1 will abstain from voting on the Board Resolution (whether considered at a meeting of Directors or a consent resolution of the Directors) in respect of the contract, transaction or other matter contemplated in Bylaw 7.1 and will refrain from any action intended to influence the discussion or vote.

### **7.3 Participation in Discussions**

A Director who has declared his or her conflict of interest pursuant to Bylaw 7.1 will leave the Directors' meeting, if any:

- (a) at which the contract, transaction or other matter is discussed, unless asked by a majority of other Directors present to remain at the meeting to provide information; and
- (b) when the other Directors vote on the contract, transaction or matter contemplated in Bylaw 7.1,

and in all cases will refrain from any action intended to influence the discussion or vote.

## **PART 8 - Committees**

### **8.1 Formation of Committees**

The Board may create by Board Resolution such committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Upon completion of the earlier of the specified time period or the task for which it was appointed, a committee will automatically be dissolved.

## **8.2 Delegation to Committees**

The Board may delegate any, but not all, of its powers to committees consisting of one or more Directors as it thinks fit.

## **8.3 Terms of Reference**

In the event the Board 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, will conform to any rules that may from time to time be imposed on it by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

## **8.4 Committee Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed by the rules set out in these Bylaws governing proceedings of the Board, with any necessary changes.

## **8.5 Dissolution of Committee**

The Board may dissolve any committee by Board Resolution.

## **PART 9 - Duties of Officers**

### **9.1 Officer Duties - General**

The Officers will have the powers, functions and duties set out in this PART 9 or elsewhere in these Bylaws, and any other powers, functions and duties as may, from time to time, be determined by the Board.

### **9.2 President**

The President is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

### **9.3 Vice-President**

The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

### **9.4 Treasurer**

The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the Members or other sources;
- (b) keeping financial records, including books of account, in respect of the Society's financial transactions in accordance with the Societies Act and the Income Tax Act;
- (c) preparing the Society's financial statements and rendering the same to the Directors, Members and others when required; and
- (d) making the Society's filings respecting taxes.

## **9.5 Registrar**

The Registrar is responsible for doing, or making the necessary arrangements for, the following:

- (a) registering individuals as Swimmer Members, Parents and Master Swimmer Members who meet the applicable eligibility requirements established in these Bylaws; and
- (b) arranging to register Swimmers or Master Swimmers with BC Artistic Swimming and for competitions.

## **9.6 Secretary**

The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and Directors' meetings;
- (b) taking minutes of general meetings and Directors' meetings;
- (c) keeping the records of the Society in accordance with the Societies Act (except for those records for which the Treasurer is responsible, or for which the Board has assigned responsibility to another Officer); and
- (d) filing the annual report of the Society and making any other filings with the Registrar of Companies under the Societies Act.

## **9.7 Absence of Secretary**

In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

# **PART 10 - Senior Managers**

## **10.1 Appointment of Senior Managers**

The Directors may appoint one or more Senior Managers of the Society to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.

## **10.2 Qualifications of Senior Managers**

In order to be eligible to be appointed as a Senior Manager, an individual must comply with the requirements set out in the Societies Act and, without limiting the foregoing, must:

- (a) be at least 18 years of age;
- (b) not have been found by any court to be incapable of managing his or her affairs;
- (c) not be an undischarged bankrupt; and
- (d) not be convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, in each case in the time periods and circumstances prescribed by the Societies Act.

### **10.3 Senior Manager Conflicts of Interest**

The provisions in Part 7 of these Bylaws apply to Senior Managers, with any necessary changes.

## **PART 11- Financial Matters**

### **11.1 Not for Profit**

The purposes of the Society shall be carried out without gain or profit to its members and any profits or other accretions to the Society shall be used in promoting its purposes.

### **11.2 Fiscal Year**

The fiscal year of the Society will be determined by the Board from time to time.

### **11.3 Accounting Records**

The Society will maintain such financial and accounting records and books of account as are required by the Societies Act and applicable laws.

### **11.4 Borrowing and Issuance of Security**

Subject to Bylaw 11.5, in order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, may:

- (a) borrow; and
- (b) issue bonds, debentures, notes, mortgages, security agreements or other evidences of debt obligations at any time, to any person and for any consideration.

### **11.5 Requirement for Special Resolution**

The Directors may not borrow money or otherwise incur indebtedness in excess of an aggregate amount of \$50,000 without approval thereof by Special Resolution. Any indebtedness approved by Special Resolution shall not be included in the calculation of the \$50,000 limit contemplated by this Bylaw.

### **11.6 Investment of Property**

The Board may invest the property of the Society in any form of property or security in which a prudent investor might invest, including in any mutual fund, common trust fund, pooled fund or similar investment. The standard of care required of a Director in respect of such investment is that he or she exercises the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

### **11.7 Investment Advice and Delegation of Investment Authority**

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

The Directors may delegate to a stockbroker, investment dealer or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

## **PART 12 - Seal and Execution of Documents**



## **12.1 Seal**

The Society may have a corporate seal in the form approved from time to time by the Board. If the Society has a corporate seal, the Secretary will have custody of, or make the necessary arrangements for the custody of, the seal.

## **12.2 Affixing of Seal**

A corporate seal is not required for the purpose of executing documents and may be affixed only when authorized by Board Resolution and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of any one Director.

## **12.3 Authority to Enter into Contracts**

The President or another person authorized by the Board may enter into contracts in the ordinary course of the Society's operations, subject to any limitations imposed on that authority by Board Resolution.

## **12.4 Execution of Instruments**

Subject to any requirement for Board approval, all contracts, documents or instruments in writing requiring the signature of the Society may be signed in the manner directed by the Board from time to time by Board Resolution and, in the absence of any such Board Resolution, may be signed by the President or by any two other Directors.

# **PART 13 - Inspection of Records**

## **13.1 Inspection of Records**

- (a) The records of the Society will be open to the inspection of any Directors in accordance with the Societies Act.
- (b) The Members will have the right to inspect the records required to be kept by the Society in accordance with section 20(1) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time), as well as the other documents listed below:
  - (i) the Society's certificate of incorporation, Constitution and these Bylaws;
  - (ii) the Society's register of Members and register of Directors,
  - (iii) each written consent of an individual to act as a Director and each written resignation of a Director;
  - (iv) the minutes of each general meeting of Members, including the text of each resolution passed at such meetings, and any Ordinary Resolutions or Special Resolutions approved in writing by the Members outside of a general meeting;
  - (v) the minutes of Board meetings, excluding information discussed *in camera* or where, in the determination of the Board in its sole discretion, the disclosure of that information would be harmful to the interests of the Society or would constitute an unreasonable interference with the privacy of any individual; and
  - (vi) the financial statements of the Society and the auditor's report, if any, on those financial statements presented to the Members at a meeting of Members.

- (c) Except as expressly provided by law or in paragraph (b) above, a Member will not be entitled nor have the right to examine or inspect any other record of the Society, including those required to be kept by the Society in accordance with section 20(2) of the Societies Act, provided that, subject to such policies as the Board may establish from time to time, a Member in good standing may request, by written request delivered to the Society, to examine any other record of the Society and the Society may allow such Member to examine the record, either in whole or in part, and subject to such redaction as the Board deems appropriate, all in the Board's sole discretion.

## **PART 14 - Auditor**

### **14.1 Requirement for Audit**

The Society is not required to have an auditor but, if it resolves to appoint an auditor, the Society must comply with the applicable provisions of these Bylaws and the Societies Act.

### **14.2 Appointment of Auditor**

If the Society determines or is required to conduct an audit, an auditor will be appointed at an annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Societies Act.

### **14.3 Filling Vacancies in Auditor**

Except as provided in Bylaw 15.4, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

### **14.4 Removal of Auditor**

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Societies Act.

### **14.5 Notice of Appointment**

An auditor will be promptly informed in writing of his or her appointment or removal.

### **14.6 Auditor Qualifications**

- (a) An auditor must be qualified to act as an auditor of the Society in accordance with the Societies Act and an auditor who is not or who ceases to be so qualified must promptly resign.
- (b) An auditor must be independent of the Society, to the extent required under the Societies Act and, for greater certainty, no Director nor employee of the Society may be an auditor. An auditor who is not or who ceases to be independent must promptly resign.

### **14.7 Participation in General Meetings**

The auditor, if any, is entitled in respect of any general meeting to:

- (a) receive every notice relating to such meeting to which a Member is entitled;
- (b) attend the meeting; and

- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a general meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

## **PART 15 - Distribution of Records**

### **15.1 Method of Sending or Delivering Records**

- (a) A record may be sent or delivered by or to a person in any manner permitted by the Societies Act or as may be agreed upon between the person sending the record and the intended recipient.
- (b) Without limiting paragraph (a), a record may be sent or delivered to the Society, a Member, a Director or a Senior Manager by any one of the following methods:
  - (i) by leaving the record with that person or an agent of that person; or
  - (ii) by mail, courier, electronic mail or facsimile, as applicable, to that person at his or her Registered Address.

### **15.2 Deemed Receipt of Notice**

Subject to the Societies Act, a notice sent by mail will be deemed to have been given on the third day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received. Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

### **15.3 Days to be Counted in Determining Notice**

If a number of days' notice or a notice extending over any other period is required to be sent, the day the notice is sent or deemed to have been sent and the day on which the event for which notice is sent will not be counted in the number of days required.

### **15.4 Entitlement to Notice of General Meeting**

- (a) Notice of a general meeting will be sent to:
  - (i) every person shown on the register of Members as a Member on the day notice is sent;
  - (ii) the Directors, to the extent not received by the individual in his or her capacity as a Member; and
  - (iii) the auditor, if applicable.
- (b) No other Person is entitled to receive a notice of general meeting.

## **PART 16 - Indemnification of Directors and Senior Managers**

### 16.1 Definitions in this Part.

The following terms used in this Part 17 will, unless otherwise defined in the Societies Act, have the following meanings:

- (a) **“eligible party”** means an individual who is or was a Director or Senior Manager or who holds or held an equivalent position in a subsidiary of the Society;
- (b) **“eligible proceeding”** means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a Director or Senior Manager or holding or having held an equivalent position in a subsidiary of the Society:
  - (i) is or may be joined as a party; or
  - (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (c) **“expenses”** includes costs, charges and expenses, including legal and other fees, but does not include penalties;
- (d) **“penalty”** means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding; and
- (e) **“representative”** means an heir or personal or other legal representative of the eligible party.

### 16.2 Indemnification of Directors and Senior Managers

Subject to the provisions of the Societies Act, the Society will indemnify each eligible party and any representative thereof against all penalties to which such person is liable in respect of an eligible proceeding.

### 16.3 Payment of Expenses

To the extent permitted by the Societies Act, the Society will, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding.

### 16.4 Advancement of Expenses

To the extent permitted by the Societies Act, the Society may pay, as they are incurred in advance of a final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding, provided that such payments will be made in the discretion of the Board, and only upon receipt from the intended recipient of a written undertaking, satisfactory in form and amount to the Board, to repay the amounts advanced if it is ultimately determined that the payment of expenses is prohibited under the Societies Act.

### 16.5 Indemnification Prohibited

Subject to the Societies Act, the Society will not indemnify nor pay the expenses of an eligible party or a representative of the eligible party in respect of an eligible proceeding, in either of the following circumstances:

- (a) if, in relation to the subject matter of the eligible proceeding, the eligible party did not act honestly and in good faith with a view to the best interests of the Society or the subsidiary of the Society, as the case may be; or
- (b) in the case of an eligible proceeding other than a civil proceeding, if the eligible party did not have reasonable grounds for believing that the eligible party's conduct, in respect of which the eligible proceeding was brought, was lawful.

#### **16.6 Term of Indemnification**

Each Director and each Senior Manager, on being elected, appointed or designated, as the case may be, will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

#### **16.7 Insurance**

The Society may purchase and maintain insurance, for the benefit of any or all eligible parties and representatives thereof against any liability that may be incurred by reason of such parties being or having been a Director or Senior Manager or holding or having held an equivalent position in a subsidiary of the Society.

### **PART 17 - Distribution on Dissolution**

#### **17.1 Dissolution**

In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall, within one year, be turned over to another organization or organizations promoting the same purposes as the Society or to a recognized charitable organization in the Province of British Columbia or elsewhere in Canada as directed by the members.

### **PART 18 - Bylaws**

#### **18.1 Entitlement to a Copy of Constitution and Bylaws**

On being admitted to membership, each Member is entitled to and, upon request, the Society will send to him or her, without charge, a copy of the current Constitution and Bylaws of the Society.

#### **18.2 Amendment of Bylaws**

- (a) These Bylaws will not be altered or added to except by Special Resolution.
- (b) Any alteration to the Bylaws will be effective as of the date on which the alteration application is filed with the Registrar of Companies in accordance with the Societies Act.