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## CONSTITUTION

BC Society • Societies Act

NAME OF SOCIETY: **BRITISH COLUMBIA ARTISTIC SWIMMING ASSOCIATION**

Incorporation Number: S0016065  
Business Number: 84701 4685 BC0001  
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The name of the Society is BRITISH COLUMBIA ARTISTIC SWIMMING ASSOCIATION

The purposes of the Society are:

- (a) Promote, teach, foster, encourage and improve Synchronized Swimming in British Columbia.
- (b) Regulate Amateur Synchronized Swimming in British Columbia and to deal with any infringement thereof.
- (c) Establish and maintain standards of certification of coaches and officials.
- (d) Stimulate public opinion in favour of providing proper accommodation, adequate facilities and trained instructors for teaching and developing Synchronized Swimming in British Columbia.
- (e) Raise money to fulfill the purposes of the Society.





**T.K. SPARKS**

**BRITISH COLUMBIA ARTISTIC  
SWIMMING ASSOCIATION**

**BYLAWS**

**Part 1 - Definitions and Interpretation**

**1.1 Definitions**

In these Bylaws, unless the context otherwise requires:

- (a) **“Athlete Alumni”** means a former Athlete Member who is registered with the Society as an “Athlete Alumni” or such other term as may be used by Canada Artistic Swimming for Registration purposes from time to time;
- (b) **“Athlete Members”** means the individuals admitted as “Athlete Members” pursuant to these Bylaws;
- (c) **“Athlete”** means an individual registered with the Society to participate in the sport of artistic swimming, for recreational enjoyment or for competitive purposes, excluding individuals registered as Short-Term Recreational Athletes, through programs and events sanctioned by the Society;
- (d) **“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;
- (e) **“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 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;
- (f) **“Bylaws”** means the bylaws of the Society as filed with the Registrar and as may be altered from time to time in accordance with the Societies Act;
- (g) **“Canada Artistic Swimming”** means Canada Artistic Swimming, the national governing body of artistic swimming in Canada which represents the national interests of the sport as a member of the Federation International de Natation (FINA);
- (h) **“Coach”** means an individual who acts as a coach in the sport of artistic swimming, in respect of programs and events sanctioned by the Society and who is registered with the Society as a “Coach” or such other term as may be used by the Society or Canada Artistic Swimming for Registration purposes from time to time;
- (i) **“Constitution”** means the constitution of the Society as filed with the Registrar, and as may be altered from time to time in accordance with the Societies Act;
- (j) **“Director of Finance”** means the individual appointed or elected to the office of Director of Finance in accordance with these Bylaws;

- (k) **“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;
- (l) **“Electronic Means”** means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, 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 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;
- (m) **“General Members”** means the individuals admitted as “General Members” pursuant to these Bylaws;
- (n) **“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;
- (o) **“Member Club”** means a artistic swimming club approved by the Board in accordance with these Bylaws;
- (p) **“Members”** means all of the members of the Society regardless of class of membership;
- (q) **“Membership Year”** means the period of time from September 1 to August 31;
- (r) **“Non-Voting Members”** means the Persons admitted as “Non-Voting Members” pursuant to these Bylaws;
- (s) **“Official”** means an individual who acts as an official in the sport of artistic swimming, in respect of programs and events sanctioned by the Society and who is registered with the Society as an “Official” or such other term as may be used by Canada Artistic Swimming for Registration purposes from time to time;
- (t) **“Officer”** means an individual elected or appointed as President, Vice-President, or Director of Finance pursuant to these Bylaws or any other officer appointed or elected pursuant to Bylaw 9.5;
- (u) **“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 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;
- (v) **“Parents”** means a parent or legal guardian of an Athlete under the age of 18 who is registered with the Society as a “Parent” by virtue of the Athlete’s registration or such other term as may be used by the Society or Canada Artistic Swimming for Registration purposes from time to time;

- (w) **“Person”** means an individual, legal personal representative, corporation, society, partnership, trust, trustee or other entity or organization;
- (x) **“President”** means the person appointed or elected to the office of the president in accordance with these Bylaws;
- (y) **“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;
- (z) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (aa) **“Registration”** or **“Registered”** means the registration of an individual with the Society;
- (bb) **“Registration Fee”** means the annual registration fee paid by or on behalf of an Athlete at the time of their Registration;
- (cc) **“Senior Manager”** means an individual appointed by the Directors to serve as a senior manager in accordance with the Societies Act;
- (dd) **“Significant Contractor or Leader”** means individuals in leadership positions within Canada Artistic Swimming, British Columbia Artistic Swimming Association or a Member Club, including but not limited to Executive Directors, Managers, Head Coaches, Technical Directors, or Directors of Canada Artistic Swimming;
- (ee) **“Short-Term Recreational Athlete”** mean a recreational athlete who participates in a summer camp, seasonal program, or other types of non-competitive programming sanctioned by the Society for up to six consecutive weeks;
- (ff) **“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;
- (gg) **“Society”** means British Columbia Artistic Swimming Association or such other name by which the Society becomes known if it changes its name in accordance with the Societies Act and these Bylaws;
- (hh) **“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 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;
- (ii) **“Vice-President”** means the person appointed or elected to the office of the vice- president in accordance with these Bylaws; and
- (jj) **“Voting Members”** means, together, all of the Athlete 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.

## **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**

There will be three classes of Members of the Society: Athlete Members, General Members and Non-Voting 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) Athlete 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;

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

## 2.4 Eligibility for Membership

In order to be eligible to be admitted as, and to remain, a Member, a Person must comply with the following criteria:

(a) Athlete Members

Membership as an Athlete Member is open to anyone who:

- (i) is an individual who is at least 18 years of age;
- (ii) is Registered as an Athlete; and
- (iii) has paid required membership dues and Registration Fees.

(b) 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:
  - (1) Registered in one of the following categories established by the Society 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; or
    - 5 Athlete Alumni; or
  - (2) Has applied to, and been accepted by the Board, in its sole discretion, as a General Member; and
- (iii) has paid required membership fees.

(c) Non-Voting Members

Membership as a Non-Voting Member is open to anyone who:

- (i) is:
  - (1) a Member Club that has been approved as a “Club” by Board Resolution in accordance with Board policy;
  - (2) an Athlete who is under the age of 18 years;
  - (3) an individual who is Registered as a Parent of an Athlete under the age of 18 years and who is not a General Member;
  - (4) individuals who have registered directly with the Society as volunteers and who do not fall into the General Member categories designated herein; and
- (ii) has paid required membership fees.

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

- (a) Only one Parent will be admitted as a General Member for each Athlete who is under the age of 18 years and who is therefore not eligible to be admitted as an Athlete Member; other Parents of any such Athlete may, pursuant to these Bylaws, be eligible as a General Member in other categories, such as Officials or Coaches, or as a Non-Voting Member.
- (b) Parents of an Athlete Member are not eligible for membership as a General Member in the category of Parents but may, pursuant to these Bylaws, be eligible as a General Member in other categories, such as Officials or Coaches, or as a Non- Voting Member.
- (c) Each Parent who is registered with the Society as a “Parent” will be identified as either a General Member or a Non-Voting Member in accordance with Board policies. Notwithstanding any such Board policies, Parents of a particular Athlete may amend the membership category in which they are registered, as between General Members and Non-Voting 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.
- (d) In the event that a Parent is registered in more than one category or more than once in a single category, they are nonetheless entitled to only one vote.

## **2.6 Deemed Membership**

- (a) Upon Registration and payment of Registration Fees, if applicable, an eligible Person will be deemed to be a Member in the respective membership class in which they have registered without need for further membership application to the Society, provided that concurrently with Registration, each Parent must identify to the Society whether they are a General Member or Non-Voting Member.
- (b) Upon approval by Board Resolution as a “Club”, such Club will be deemed to have been admitted to the Society as a Member Club without need for further membership application to the Society.

## **2.7 Duties of Members**

Every Member will, at all times, uphold the Constitution and comply with these Bylaws and any policies of the Society adopted by the Directors from time to time.

## **2.8 Membership Dues**

The amount of the annual membership dues, if any, will be determined by the Directors, by Board Resolution. In the absence of any such determination, it will be deemed that there are no annual or other membership dues. Once the amount of any membership dues has been determined, that amount will be deemed to be the annual membership dues in each succeeding membership year until changed by the Directors in accordance with these Bylaws. The Board may, in its discretion, discount, pro-rate or waive the payment of dues 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 the Membership Year by completing their Registration Membership Year and paying any applicable Registration Fee.

## **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 having withdrawn their Registration;
- (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, in the case of an individual, dies or, in the case of a partnership, corporation or other entity, dissolves;
- (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 Expulsion of Members**

- (a) A Member may be expelled by Special Resolution.
- (b) The Society must send to the Member written notice of the proposed expulsion and such notice must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (c) The Member who is the subject of the proposed expulsion must be given an opportunity to make representations to the Society respecting the proposed expulsion.

## **2.14 Members Not in Good Standing**

A Member is not in good standing if:



- (a) the Member fails to pay any of the Member's Registration Fees or annual membership dues or any other subscription or debt due and owing by them to the Society, and the Member is not in good standing so long as those Registration Fees, dues or other debt remains unpaid; or
- (b) the Member has been subjected to discipline by the Board in accordance with Board policy, and the Member is not in good standing for the duration of such discipline.

### **2.15 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.

### **2.16 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, if applicable, location, 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 14 days and not more than 60 days before the meeting.
- (b) Notice of a general meeting must:
  - (i) specify the date, time and, if applicable, 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 hold an electronic meeting, notice of the meeting must inform Members and other participants, if any, that they may participate by Electronic

Means and provide instruction on how to attend and participate in the meeting by Electronic Means, including, if applicable, instructions for voting at the meeting.

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

Notwithstanding Bylaw 3.6, for so long as the Society has more than 250 Members, or such lower threshold set by the Societies Act, 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 publishing notice of the date, time and location of the meeting on the Society's website for at least 21 days immediately before the meeting.

### **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;
  - (ii) the Vice-President, if the President is unable to preside as the chair of the meeting;  
or
- (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, the Voting Members who are present must elect an individual 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 11 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 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 attending the meeting, whether in person or by Electronic Means, are able to participate in it. 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 Athlete.
- (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**

Voting by proxy is not permitted.

#### **4.16 Corporate Members - Member Clubs**

A Member Club may participate in Member meetings by its authorized representative, who is entitled to speak, and in all other respects exercise the rights of a Non-Voting Member, and that representative will be reckoned as a Non-Voting Member for all purposes with respect to a meeting of the Society, provided that the chair of a meeting will be entitled to require any such representative to first produce evidence of their appointment as the Member Club's representative.

### **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 three and no more than nine 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 Director of Finance; and
- (d) up to six 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 requirements in 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 their affairs, unless a court subsequently finds otherwise;
- (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) not have been convicted of an offence, or judged by a court or other competent authority in a legal proceeding to have committed any fault or omitted to do something, in connection with causing harm to, endangering the life of, negligence towards, or assault or harassment of a person, unless otherwise excused by the Board;
- (f) be resident in British Columbia;
- (g) not be a paid employee of Canada Artistic Swimming, the Society or any Member Club or a Significant Contractor or Leader; and
- (h) 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 Director of Finance 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) One or more Directors-at-large who will be elected on 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 their term of office as Officer, if applicable) and will retire from office at the close of the second annual general meeting following their 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 they consent, 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, their term of office will be deemed to have commenced at the close of the annual general meeting immediately following their 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 and Discipline of Director**

Directors may be removed or disciplined in the following ways:

- (a) The Voting Members may, by Special Resolution, remove a Director before the expiration of that Director's 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.
- (b) The Directors may temporarily discipline, sanction or remove a Director in accordance with Board Policy for:
  - (i) breaching any Board policy; or
  - (ii) conduct that has resulted in the Director being disciplined or sanctioned by Canada Artistic Swimming, the Society, or a Member Club.

The Directors have the authority by a resolution of at least three-quarters of the Directors then in office to temporarily discipline or sanction a Director if the Board is of the view that the Director may cause significant detriment to the Society either prior to the completion of any discipline or complaint procedure or in exceptional circumstances. When making a decision to issue temporary discipline or sanction, the Board must determine when the discipline or sanction will end. Pursuant to Bylaw 7.2, the Director under consideration is not entitled to vote on the resolution.

- (c) The process for removing a Director before the expiration of the Director's term of office is a resolution passed by of three-quarters of the Directors then in office less the Director who is the subject of the proposed discipline, sanction or removal as outlined in Bylaw 6.5. Pursuant to Bylaw 7.2, the Director under consideration is not entitled to vote on the resolution.
- (d) Notice of the discipline, sanction or removal of a Director must be sent to each Director at least seven business days in advance of the meeting, including reasons, unless the notice period is waived under Bylaw 6.3(b). The Director who is subject to discipline, sanction or removal must be given an opportunity to make written or oral representations to the Directors respecting the proposed expulsion.

### **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;
- (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) their death;



- (d) the expiry of their term of office as a Director, unless re-elected;
- (e) their 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 the vacancy is for the position of President, Vice-President or Director of Finance, only an existing Director may be appointed to fill that vacancy, and if such an appointment is made, 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 end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy, provided that if such term of office has not concluded at the next annual general meeting following the appointment, the Members must approve the appointment by Ordinary Resolution at that annual general meeting. An individual appointed to fill a vacancy is eligible for election or appointment as a Director following the conclusion of their partial term as Director.
- (b) Notwithstanding paragraph (a), if a Director is appointed to fill a vacant Officer position pursuant to Bylaw 5.14(b), they will serve as that Officer for the duration of the unexpired portion of the term of office corresponding to that Officer and the term of such Director will be deemed to have been extended until the conclusion of the term of the vacant position being filled without need for re-election or re-appointment by the Members during the term of office.

#### **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 them in performing their 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**

- (a) 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.
- (b) A Director, who has, or may have, an interest in a proposed contract, transaction, or matter with the Society will not be counted for the purposes of determining quorum for the part of a meeting of the Board at which the proposed contract, transaction, or matter is considered and pursuant to Bylaw 7.2 is not entitled to vote on the proposed contract, transaction, or matter.

## **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) Directors may pass a resolution without a meeting provided a copy of the resolution is sent to all directors in advance and directors are provided the opportunity for appropriate review, discussion and questions in advance of voting. Passing a resolution without a meeting requires a majority of the Directors then in office to consent.
- (c) No resolution proposed at a meeting of Directors needs to be seconded and the chair of a meeting may move or propose a resolution.
- (d) Voting by proxy at Directors' meetings is not permitted.

## **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, that is known by the Director or reasonably ought to have been known, 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 their 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 their 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 standing and special 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. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

### **8.2 Standing Committees**

Without limiting the Board's discretion under Bylaw 8.1, the standing committees of the Society will include:

- (a) Executive & Finance Committee; and
- (b) Governance & Nominations Committee.

### **8.3 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.

### **8.4 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.

### **8.5 Committee Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

### **8.6 Dissolution of Committee**

The Board may dissolve any special committee by Board Resolution.

## **Part 9 - Senior Managers and Officers**

### **9.1 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.

### **9.2 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 their 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.

### **9.3 Executive Director**

The Board may select and employ an individual as an Executive Director and set the terms of their responsibilities and employment. Such individual will be deemed to have been appointed as a Senior Manager.

### **9.4 Senior Manager Conflicts of Interest**

The provisions in Part 7 of these Bylaws apply to Senior Managers, *mutatis mutandis*.

## **9.5 Election and Appointment of Remaining Officers**

At the first meeting of Directors following an annual general meeting, the Board will elect or appoint the remaining Officers of the Society, if any, such as a Secretary, each of whom may, but need not, be a Director, and any other Officers the Board deems necessary.

## **9.6 Officer Terms**

Unless appointed for a longer term by Board Resolution, each Officer appointed or elected by the Directors pursuant to Bylaw 9.5 will hold office until the first meeting of the Board held after the next following annual general meeting.

## **9.7 Removal of Officers**

- (a) The Board may, by Board Resolution, at any time remove a Director appointed as an Officer pursuant to Bylaw 9.5.
- (b) If any individual ceases to act as a Director at any time, they will simultaneously cease to act as an Officer of the Society, if applicable.

## **9.8 Officer Vacancies**

In the event that an Officer fails to complete their term of office for any reason whatsoever, the Board may appoint another individual (qualified in accordance with these Bylaws) to complete such term of office. If an existing Director is appointed to fill a vacancy arising in the position of President, Vice- President or Director of Finance, their term of office as a Director will be deemed to have been extended pursuant to Bylaw 5.15 for the unexpired portion of the term of office of that Officer.

## **9.9 Officer Duties - General**

The President, Vice-President, Director of Finance and, if appointed, the Secretary will have at least the powers, functions and duties set out in this Part 9.

## **9.10 Role of President**

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

## **9.11 Role of 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.

## **9.12 Duties of 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);
- (d) conducting the correspondence of the Board; and
- (e) filing the annual report of the Society and making any other filings with the Registrar under the Societies Act.

### **9.13 Duties of Director of Finance**

The Director of Finance 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.

### **9.14 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 - Financial Matters**

### **10.1 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. This clause was previously unalterable.

### **10.2 Fiscal Year**

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

### **10.3 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.

### **10.4 Borrowing and Issuance of Securities**

Subject to Bylaw 10.5, 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.

### **10.5 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.

### **10.6 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 they exercise 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.

### **10.7 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 11 - Seal and Execution of Documents**

### **11.1 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.

### **11.2 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.

### **11.3 Execution of Instruments**

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 any two Officers or Directors.

## **Part 12 - Inspection of Records**

### **12.1 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) Subject to the Societies Act, 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 release of which to a Member could compromise the privacy of a Member; 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 13 - Auditor**

### **13.1 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 these Bylaws and the Societies Act.

### **13.2 Appointment of Auditor**

- (a) If the Society wishes to appoint an auditor prior to its first annual general meeting, that auditor will be appointed by the Board.
- (b) 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.

### **13.3 Filling Vacancies in Auditor**

Except as provided in Bylaw 13.4, 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.

### **13.4 Removal of Auditor**

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

### **13.5 Notice of Appointment**

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

### **13.6 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.

### **13.7 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 14 - Distribution of Records**

### **14.1 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 Bylaw 14.1(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 their Registered Address.

### **14.2 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.

### **14.3 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.

### **14.4 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 their capacity as a Member; and
  - (iii) the auditor, if applicable.
- (b) No other Person is entitled to receive a notice of general meeting.

## Part 15 - Indemnification of Directors and Senior Managers

### 15.1 Definitions in this Part

The following terms used in this Part 15 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.

### 15.2 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.

### 15.3 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.

### 15.4 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.

### 15.5 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.

#### **15.6 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.

#### **15.7 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 16 - Distribution on Dissolution**

#### **16.1 Dissolution**

- (a) In the event that the Society should at any time be wound up or dissolved, the Society shall appoint a record keeper by ordinary resolution. The record keeper shall keep the records of the Society in accordance with the Societies Act.
- (b) 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. This clause was previously unalterable.

### **Part 17 - Bylaws**

#### **17.1 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, them, without charge, a copy of the current Constitution and Bylaws of the Society.

#### **17.2 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 in accordance with the Societies Act.