

**BYLAWS
OF**

Northern BC Centre for Skating Association

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **“Address of the Society”** means the address of the Club as filed from time to time with the Registrar of Companies;
- (b) **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Club and exercising the powers of the Club;
- (c) **“Board Resolution”** means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board, and a resolution so consented to is deemed to be an resolution passed at a meeting of the Board;
- (d) **“Bylaws”** means the bylaws of the Club as filed with the Registrar of Companies;
- (e) **“Club”** means **“Northern BC Centre for Skating Association”**;
- (f) **“Constitution”** means the constitution of the Club as filed with the Registrar of Companies;
- (g) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (h) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (i) **“Members”** means those Persons who are members of the Club in accordance with these Bylaws and who have not ceased to be members, and includes Voting Members and Non-Voting Members;
- (j) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (k) **“Ordinary Resolution”** means:

- (i) a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person, or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by 75% of the Members who would have been entitled to vote on the resolution in person at a general meeting of the Club, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Club.
- (l) **“Person”** means a natural person;
 - (m) **“President”** means a Person elected to the office of president of the Club in accordance with these Bylaws;
 - (n) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
 - (o) **“Registrar of Companies”** means the Registrar of Companies of the Province of British Columbia;
 - (p) **“Section”** means the British Columbia and Yukon Section of Skate Canada, a society incorporated under the *Society Act*, or its successor organization;
 - (q) **“Skate Canada”** means Skate Canada, a corporation incorporated or continued under the laws of Canada, or its successor;
 - (r) **“Skater”** means a Person who is a registrant of Skate Canada and registered in the skating programs of the Club;
 - (s) **“Skating Year”** means the period from September 1 to August 31 each year;
 - (t) **“Society”** means the Club;
 - (u) **“Society Act”** means the *Society Act*, R.S.B.C. 1996, c.433, as amended from time to time; and
 - (v) **“Special Resolution”** means:
 - (i) a resolution passed at a general meeting by a majority of not less than 75% of the votes of those Members who, being entitled to do so, vote in person;
 - (A) of which the notice that the Bylaws provide, and not being less than 14 days’ notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
 - (B) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days’ notice has been given, or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Club, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Club.

1.2 Society Act Definitions

Except as otherwise provided, the definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. RELATIONSHIP WITH SKATE CANADA AND SECTION

2.1 Affiliations

The Club is a member of Skate Canada and a member of the Section; as such, it is bound by and will operate in compliance with the applicable bylaws, rules, regulations, policies and procedures of Skate Canada and the Section.

2.2 Fees

The Club shall pay such fees and charges required of Skate Canada clubs when required, and in such manner, as determined by Skate Canada from time to time.

2.3 Compliance with Bylaws and Policies

The Club shall operate in strict compliance with applicable bylaws, rules, regulations and policies of Skate Canada and the Section in force from time to time. Any bylaw, rule, regulation, policy or procedure of the Club that is inconsistent with the bylaws, rules, regulations and policies of Skate Canada and the Section will, to the extent of the inconsistency, be deemed to be void and of no effect.

It is acknowledged that the bylaws, rules, regulations and policies of Skate Canada take precedence over those of the Section, save and except where the bylaws, rules, regulations or policies of the Section are enacted as a result of, or to comply with, the laws applicable in the Province of British Columbia that govern the Club.

2.4 Programs

The Club shall operate only Skate Canada approved figure skating and skating programs.

2.5 Eligibility Status of Skaters

The Club shall protect the Skate Canada eligibility status of its Skaters. The Club shall not knowingly or deliberately take or omit to take any action that would jeopardize the eligible status of its Skaters.

2.6 Coaching

The Club shall ensure that only professional coaches registered with Skate Canada are permitted to teach figure skating and skating programs in the Club.

3. MEMBERSHIP

3.1 Admission to Membership

Membership in the Club will be restricted to those Persons who are, on the date these Bylaws come into force, or subsequently become Members in accordance with these Bylaws.

3.2 Transition of Membership

Every Person who is a member of the Club on the date these Bylaws come into force will continue as a Member until the conclusion of the current term of membership, unless sooner ceasing in accordance with these Bylaws.

3.3 Classes of Membership There will be one (1) class of voting membership, the members of which are called "Voting Members" and one (1) class of non-voting membership, the members of which are called "Non-Voting Members".

3.4 Eligibility for Voting Membership

A Person is automatically deemed to be a Voting Member in any of the following situations:

- (a) a Director, for so long as he or she remains a Director;
- (b) a Skater who is 19 years of age or older, for the duration of the current Skating Year;
- (c) the Parent or Guardian who registers a Skater under the age of 19 with the Club, for the duration of the current Skating Year.

A Person may be eligible to be accepted as a Voting Member if he or she:

- (d) is 19 years of age or older; and
- (e) has one or more children or dependents who are Skaters; or
- (f) is interested in advancing the purposes and supporting the activities of the Club.

Notwithstanding the foregoing, a Person who is an employee of, or in a contract for services with, the Club is not eligible for voting membership.

3.5 Eligibility for Non-Voting Membership

A Skater who is under the age of 19 is automatically deemed to be a Non-Voting Member for the duration of the current Skating Year.

A Person who is an employee of, or contractor providing services to, the Club is eligible for Non-Voting Membership.

3.6 Application for Membership

An eligible Person, other than a Skater, may apply to the Club, in such form and manner as the Board determines, to become a Member and on acceptance will be a Member in the appropriate class as determined by the Board.

An application for membership must include payment of applicable membership fees and charges, as determined by the Board.

3.7 Acceptance of Membership

Applications for membership may be accepted by Board Resolution, provided that the Board may delegate the review and approval of membership applications to a committee or position within the Club.

The Board may, by Board Resolution, refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Club.

No new applications for membership will be accepted by the Board within 30 days' of the annual general meeting.

3.8 Membership not Transferable

Membership is not transferable by a Member.

3.9 Reclassification of Membership

A Member may apply, or the Club may commence, to reassign a Member to a different class of membership if the Member qualifies (or ceases to qualify) for a given class of membership within the Club.

Reclassification requires the payment by the Member of such additional dues, fees or charges (if any) incurred as a result of the new class of membership.

3.10 Dues

The Board will, by Board Resolution, determine all dues, fees and charges payable by Members from time to time.

Fees payable by Members will include such registration and other fees required by Skate Canada, as applicable.

3.11 Term of Membership

Once accepted by the Club, a Person continues as a Member in the assigned class for a term of up to one (1) year, which term commences on September 1 of each year or such later date when the application for membership is accepted in accordance with these Bylaws, and continues until the August 31 of each year.

3.12 Renewal and Reapplication of Membership

A Member may apply for renewal of his or her membership prior to its expiry in such manner as may be determined by the Board and may reapply for membership after its expiry in accordance with section 3.6.

A renewal of membership must include payment of all applicable membership fees and charges, as determined by the Board.

Reapplications for membership are subject to acceptance in accordance with section 3.7.

3.13 Standing of Members

All Members are deemed to be in good standing except a Member who has failed to pay such dues, fees and charges as are determined by the Board, including Skate Canada fees, when due and owing and such Member is not in good standing so long as such amount remains unpaid.

3.14 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) comply with the bylaws, rules, regulations, policies and procedures of Skate Canada and of the Section in force from time to time;
- (b) uphold the Constitution and comply with these Bylaws and such policies as the Board may establish; and
- (c) further and not hinder the purposes, aims and objects of the Club, the Section and Skate Canada.

3.15 Expulsion of Member

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be accompanied by a brief statement of the reasons for the proposed expulsion and a copy of the notice will be provided to all Members.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

3.16 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Address of the Society and the effective date of the resignation stated thereon; or
- (b) upon the date which is 90 days from the date on which such Member ceased to be in good standing; or
- (c) upon his or her expulsion; or
- (d) upon his or her death.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The general meetings of the Club will be held at such time and place, in accordance with the *Society Act*, as the Board decides.

4.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

4.3 Extraordinary General Meeting

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

4.4 Calling of Extraordinary General Meeting

The Board may, whenever it thinks fit, convene an extraordinary general meeting. The Board will convene an extraordinary general meeting if requisitioned by the Voting Members in accordance with the *Society Act*.

4.5 Notice of General Meeting

The Club will give not less than 14 days' written notice of a general meeting to each Member. Members entitled to receive notice, provided that those Members may waive or reduce the period for a particular meeting by unanimous consent in writing.

4.6 Contents of Notice

Notice of a general meeting will specify the place, the day and the hour of the meeting and the business to be transacted at the meeting.

4.7 Omission of Notice

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

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Business required at AGM

The following business is normally required to be conducted at the annual general meeting of the Club:

- (a) the call to order and confirmation of quorum;
- (b) the adoption of rules of order;
- (c) the adoption of an agenda;
- (d) the approval of the minutes of the previous general meeting;

- (e) consideration of the report of the Directors;
- (f) consideration of the financial statements and the report of the auditor thereon, if any;
- (g) the appointment of auditor, or waiver of such appointment;
- (h) the election of Directors; and
- (i) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

5.2 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

5.3 Quorum

A quorum at a general meeting is

3% of the current number of Voting Members in good standing on the date of the general meeting, with this number not being less than six.

5.4 Lack of Quorum

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

5.5 Loss of Quorum

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

5.6 Chair

The President (or, in the absence or inability of the President, the vice-president) will, subject to a Board Resolution appointing another Person, preside as chair at all general meetings; but if at any general meeting the President, vice-president, and such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside at that meeting.

5.7 Alternate Chair

If a Person presiding as chair of a general meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

5.8 Adjournment

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

5.9 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

5.10 Ordinary Resolution Sufficient

Any issue at a general meeting which is not required by these Bylaws or the *Society Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

5.11 Entitlement to Vote

Each Voting Member in good standing is entitled to one (1) vote. No other Person is entitled to a vote at a general meeting.

5.12 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting will be by show of hands or voice vote recorded by the secretary of the meeting, except that, at the request of any two (2) Members present at the meeting, a secret vote by written ballot will be required.

5.13 Voting by Proxy

Voting by proxy is not permitted.

5.14 Special Resolutions to be filed with the Registrar of Companies

Any Special Resolution passed in accordance with the Bylaws will be filed with the Registrar of Companies in the appropriate form and will not take effect until such Special Resolution is accepted for filing by the Registrar of Companies.

6. DIRECTORS

6.1 Management of Property and Affairs

The property and the affairs of the Club will be managed by the Board.

6.2 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Club 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 Members in general meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

6.3 Directors Subscribe to and Support Purposes

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

6.4 Composition of Board

The Board will be composed of a minimum of four (4) and a maximum of eleven (11) Directors, as follows:

- (a) the President,
- (b) the immediate past president, if any;
- (c) a vice-president;
- (d) the secretary;
- (e) the treasurer;
- (f) the coaches representative; and
- (g) up to five (5) Directors-at-large.

At all times, at least one (1) Director must be a resident of British Columbia.

The number of Directors within the above range may be determined from time to time by Board Resolution.

6.5 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

6.6 Transition of Directors

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remainder of the term to which he or she was elected or appointed, as the case may be, unless sooner ceasing in accordance with these Bylaws.

6.7 Qualifications of Directors

A Person may not be elected nor serve as a Director if he or she:

- (a) is not a Member of the Club;

- (b) is not a registrant in good standing of Skate Canada;
- (c) is less than 19 years of age;
- (d) has been declared by a court in Canada or elsewhere incapable of managing his or her own affairs or person or both;
- (e) is an undischarged bankrupt; or
- (f) has been convicted in the previous five (5) years of an offence involving fraud for which no pardon has been granted.

6.8 Nomination of Directors

The Board will establish a nominations committee that will present a slate of nominees for election as Directors and officers at each annual general meeting. Nominations from the floor at a general meeting where an election is conducted shall not be permitted.

The Board will establish a nominations policy and procedure to further govern nominations for election as Director, provided that no policy or procedure is valid that contravenes the Society Act, these Bylaws, or the policies of Section.

6.9 Election of Directors

The President, vice-president, secretary, treasurer and Directors-at-large will be elected by majority vote of all Members in good standing at the annual general meeting at which an election is necessary to fill a vacancy in these positions at a general meeting and will take office commencing at the close of such meeting.

6.10 Sequential Election of Directors

The elections for Directors at an annual general meeting will proceed in the following order for all offices that are required in that year: President, vice-president, treasurer, secretary, and Directors-at-large. Any Person who was nominated for, but not elected to, a position may, if they consent, be added to the election and ballot for any subsequent position for election at that meeting.

6.11 Staggering of Directors

The following Director positions will normally be elected in alternating years.

In one year: President, vice-president, and half of the total Directors-at-large; and in the next year: treasurer, secretary, and half of the total Directors-at-large.

6.12 Election as Slate

Where there is a single Person nominated for each vacant Director position in an election, the candidates may be elected as a slate by majority vote, provided that if there is an objection to election as a slate, separate elections will be held for each vacant position.

6.13 Election by Acclamation

In elections where there is a single nominated candidate for position to be filled, or where the number of candidates for a position less than the number of vacant positions of that kind, the nominated candidate(s) are deemed to be elected by acclamation, provided that if there is an objection to acclamation, a majority vote by show of hands will be required to elect the Director in question.

6.14 Election by Secret Ballot

In elections where there are more candidates for a position than vacant positions of that kind, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

6.15 Voiding of Ballot

No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

6.16 Past-President

The Person who served as President immediately prior to the current President will, if he or she consents, continue as a Director and will be the past-president, until a new past-president arises in the same manner.

6.17 Coaches Representative

Those coaches who are non-voting Members of the Club will, at or prior to each annual general meeting, collectively appoint, by form of appointment in writing and signed by all such coaches, one of their number to be the coaches representative, which position will be a voting Director on the Board.

6.18 Term of Office

Elections for Directors will normally be held at the annual general meeting and the term of office of Directors will normally be two (2) years. However the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

6.19 Consecutive Terms and Term Limits

Directors may be elected for consecutive terms, without limit.

6.20 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors will continue to hold office until such time as successor Directors are elected.

6.21 Appointment to fill Vacancy

If a Director ceases to hold office, the Board may appoint a Member as a replacement Director to take the place of such Director until the next annual general meeting.

6.22 Removal of Director

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

6.23 Ceasing to be a Director

A Person will automatically cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Address of the Society and the effective date of the resignation stated therein; or
- (b) upon the expiry of his or her term, unless re-elected;
- (c) upon the date such Person is no longer qualified in accordance with section 6.7; or
- (d) upon his or her removal; or
- (e) upon his or her death.

6.24 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director, provided however that a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Club.

6.25 Powers of Board

The Board will have the power to make expenditures, including grants and awards, in furtherance of the purposes of the Club. The Board will also have the power to enter into contracts on behalf of the Club in furtherance of the purposes of the Club.

6.26 Appointment of Skate Canada Liaison

The Board will appoint from time to time a Director or Voting Member to be the Club's liaison with Skate Canada and the Section. The duties and responsibilities of the Liaison will be

established by terms of reference adopted by Board Resolution. The Board will provide the liaison's name, address and contact information to Skate Canada and the Section and will promptly notify Skate Canada and the Section of any change in the liaison.

6.27 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Club, and in particular skating rules and hours, as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the *Society Act*, the Constitution or these Bylaws, or the Bylaws, rules, regulations, policies or procedures or Skate Canada or the Section.

6.28 Investment of Property and Standard of Care

If the Board is required to invest the funds of the Club, or any portion thereof, the Board may invest such funds in a form of property or security in which a prudent investor might invest, subject at all times to the Directors' fiduciary duty to the Club. The standard of care required of the Directors is that they will 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 Club.

6.29 Investment Advice

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

7. PROCEEDINGS OF THE BOARD

7.1 Notice and Procedure of Board Meetings

Meetings of the Board may be held at any time and place determined by the Board, provided that two (2) days' notice of such meeting will be sent to each Director. However, 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 or waive notice thereof in writing or give a prior verbal waiver to the President or secretary of the Club.

7.2 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board. No other Person is entitled to attend meetings of the Board, but the Board may invite any Person to attend one or more meetings of the Board as advisors or guests.

7.3 Quorum

The quorum for a meeting of the Board will be a majority of the Directors currently in office.

7.4 Conflict of Interest

A Director who has, or may have, an interest in a proposed contract or transaction with the Club will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction and will absent themselves from the meeting or portion thereof at which the proposed contract or transaction is discussed, unless requested by the Board to remain to provide relevant information.

7.5 Chair of Meetings

The President (or, in the absence or inability of the President, the vice-president) will, subject to a Board Resolution appointing another Person, preside as chair at all meetings of the Board; but if at any meeting the President, vice-president, and such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside at that meeting.

7.6 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

7.7 Calling of Meetings

Subject to section 7.1, the President may at any time call a meeting of the Board.

The secretary will, at the request of any two (2) Directors, call a meeting of the Board.

7.8 Notice

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual or other general meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

7.9 Passing Resolutions

Any issue at a meeting of the Board which is not required by these Bylaws or the *Society Act* to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

7.10 Voting by Directors

Subject to section 7.4, each Director has one (1) vote on matters arising for determination at a meeting of the Board. No other Person has a vote at a meeting of the Board.

7.11 Procedure for Voting

Voting will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

7.12 Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

8. DUTIES OF OFFICERS AND APPOINTEES

8.1 Officers

The officers of the Club are the President, vice-president, past-president, secretary and treasurer, together with such other offices, if any, as the Board, in its discretion, may create.

The Board may, by Board Resolution, create and remove such other officers of the Club as it deems necessary and determine the duties and responsibilities of all officers.

8.2 Removal of Officers

A Person may be removed as an officer by Board Resolution.

8.3 Replacement

Should the President or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

8.4 Duties of President

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Club and of the Board. The President is ex officio a member of all committees, save for the nominations committee, if any.

8.5 Duties of Vice-President

The vice-president will assist the President in the performance of his or her duties and will, in the absence or inability of the President, carry out those duties.

The vice-president will perform such other duties as may be assigned by the Board.

8.6 Duties of Past President

The past-president will assist the president in the performance of his or her duties and will, in the absence of the President and vice-president, perform those duties. The past-president will also perform such additional duties as may be assigned by the President or determined by Board Resolution.

8.7 Duties of Coaches Representative

The Person appointed as coaches representative in accordance with section 6.17 will have the following duties and responsibilities:

- (a) acting as liaison between the Board and the coaches of the Club;
- (b) facilitating and promulgating the policies, procedures, initiatives, and directives of the Section and the Board among the coaches; and
- (c) providing such reports as may be requested by the Board.

8.8 Duties of Secretary

The secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Club and the Board;
- (b) the keeping of minutes of all meetings of the Club and the Board;
- (c) the custody of all records and documents of the Club, except those required to be kept by the treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Club.

8.9 Duties of Treasurer

The treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the *Society Act* and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

8.10 Absence of Secretary at Meeting

If the secretary is absent from any meeting of the Club or the Board, the Directors present will appoint another person to act as secretary at that meeting.

8.11 Combination of Offices of Secretary and Treasurer

The offices of secretary and treasurer may be held by one Person who will be known as the secretary-treasurer.

9. COMMITTEES

9.1 Creation and Delegation to Committees

The Board may create 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.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

9.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

9.3 Terms of Reference and Rules

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 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.

9.4 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.

10. EXECUTION OF INSTRUMENTS

10.1 No Seal

The Club will not have a seal.

10.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Club may be signed as follows:

- (a) by the President, vice-president or treasurer, together with one other director, or
- (b) in the event that the President, vice-president and treasurer are unavailable or unable to provide a signature, by any two Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Club without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Club either to sign contracts, documents

and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

11. BORROWING

11.1 Powers of Directors

In order to carry out the purposes of the Club, the Board may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

11.2 Issuance of Debentures

No debenture will be issued without the authorization of a Special Resolution.

11.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

12. AUDITOR

12.1 No Requirement

The Club is not required to be audited; however, if it wishes to be audited, it is required to appoint an external auditor with the qualifications described in section 42 of the *Society Act* and will comply with the relevant provisions of the *Society Act* and this Part.

12.2 Appointment of Auditor at Annual General Meeting

If the Society wishes to appoint an auditor, that auditor will be appointed at an annual general meeting, to hold office until he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act* or until the Club no longer wishes to appoint an auditor.

12.3 Vacancy in Auditor

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.

12.4 Removal of Auditor

An auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the *Society Act*.

12.5 Notice of Appointment

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

12.6 Restrictions on Appointment

No Director or employee of the Club will act as auditor.

12.7 Attendance at Annual General Meetings

The auditor may attend general meetings.

13. NOTICES

13.1 Entitlement to Notice

Notices of a general meeting will be given to:

- (a) every Person shown on the register of Members as a Member on the day the notice is given; and
- (b) the auditor, if any is appointed.

No other Person is entitled to be given notice of a general meeting.

13.2 Method of Giving Notice

A notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where the member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

13.3 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the 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.

13.4 Days to be Counted in Notice

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

14. MISCELLANEOUS

14.1 Inspection of Records

The documents, including the books of account, of the Club and the minutes of general meetings and meetings of the Board will be open to the inspection of the Directors on request.

The minutes of any general meeting and any resolutions of the members in writing will be open to the inspection of Members in good standing upon reasonable notice in writing delivered to the Address of the Society but the Members will not be entitled or have the right to inspect any other document of the Club.

14.2 Participation in Meetings

The Board may, in their discretion, determine to hold any general meeting or meeting of the Board, and a committee may, in its discretion, determine to hold any meeting of that committee, to allow for participation, whether in whole or in part, by telephone, video conference call or similar communication equipment that allows all the Members, Directors, or Persons participating in the meeting to hear and respond to one another contemporaneously.

All such Members, Directors, or Persons so participating by approved electronic means in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote recorded by the secretary of such meeting. This method of voting may from time to time be used for passing resolutions.

14.3 Right to become Member of other Society

The Club will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Club's purposes.

14.4 Not a Reporting Society

Subject to an order of the Registrar of Companies pursuant to the *Society Act* stating that the Club is a "reporting society" as defined under the *Society Act*, the Club is not a "reporting society".

15. INDEMNIFICATION

15.1 Indemnification of Directors and Officers

Subject to the provisions of the *Society Act*, each Director and each officer of the Club will be indemnified by the Club against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Club, except in relation to matters as to which he or she will be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" will mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Club.

15.2 Indemnification of Past Directors and Officers

To the extent permitted by the *Society Act*, the Club may indemnify every Person heretofore now serving as a Director or officer of the Club and that Person's heirs and personal representative.

15.3 Advancement of Expenses

To the extent permitted by the *Society Act*, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Club prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

15.4 Approval of Court and Term of Indemnification

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

15.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer of the Club to comply with the provisions of the *Society Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

15.6 Purchase of Insurance

The Club may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

16. BYLAWS

16.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Constitution and Bylaws of the Club.

16.2 Right to Propose Amendment

A Voting Member may propose an amendment to the Constitution or these Bylaws by giving notice in writing of the proposed amendment in the form approved by the Board, to the Address of the Society not less than 30 days before the annual general meeting each year and such proposed amendment will be submitted by the Board to the annual general meeting for a vote. No proposal to amend the Constitution or these Bylaws will be accepted from the floor of a general meeting.

16.3 Special Resolution required to Alter or Add to Bylaws

These Bylaws will not be altered or added to except by Special Resolution.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION ON _____.

(SIGNATURE OF DIRECTOR)

(PRINT NAME)