

**BYLAWS
OF
VIASPORT BRITISH COLUMBIA SOCIETY**

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1. INTERPRETATION

1.1 Definitions

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

- (a) "Board" means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (b) "Board Resolution" means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - A. in person at a duly constituted meeting of the Board, or
 - B. by Electronic Means in accordance with these Bylaws, or
 - C. by combined total of the votes cast in person and by Electronic Means; 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 at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a duly constituted meeting of the Board;
- (c) "Bylaws" means the bylaws of the Society as filed in the office of the Registrar;
- (d) "Chair" means a Person elected to the office of chair of the Society in accordance with these Bylaws;
- (e) "Chief Executive Officer" means the individual appointed under section 9.3;
- (f) "Constitution" means the constitution of the Society as filed in the office of the Registrar;
- (g) "Directors" means those Persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (h) "Electronic Means" means any system or combination of systems, including but not limited to telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were 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 the intentions of the voters;
- (i) "Eligible Party" means:
- (i) a Director or officer of the Society, as determined in accordance with these Bylaws; or
 - (ii) such other Person described in the *Societies Act* that is appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society; or
 - (iii) a Person who holds or held a position equivalent to what is described in either sub-paragraph (i) or (ii) above in a subsidiary of the Society, if any; or
 - (iv) the heir or personal or legal representative of a Person described in (i), (ii) or (iii) above.
- (j) "General Meeting" means a meeting of the Members, and includes the annual general meetings and any special or extraordinary general meetings of the Society;
- (k) "Income Tax Act" means the Income Tax Act, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (l) "Members" means those Persons who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (m) "mutatis mutandis" means with the necessary changes having been made to ensure that the language makes sense in the context;
- (n) "Ordinary Resolution" means:
- (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - A. in person at a duly constituted general meeting, or
 - B. by Electronic Means in accordance with these Bylaws, or
 - C. by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means; or

- (ii) a resolution that has been submitted to the Members and consented to in writing by not less than the threshold required by the *Societies Act*,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a duly constituted General Meeting of the Society;

- (o) "Organization" means an association, corporation, partnership or society;
- (p) "Person" means a natural person;
- (q) "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;
- (r) "Registered Office" means the registered office of the Society as filed from time to time with the Registrar;
- (s) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- (t) "Secretary" means a Person elected to the office of secretary of the Society in accordance with these Bylaws;
- (u) "*Societies Act*" means the *Societies Act (British Columbia)* as amended from time to time, and includes any successor legislation thereto;
- (v) "Society" means "Viasport British Columbia Society";
- (w) "Special Resolution" means:
 - (i) a resolution, of which the notice required by the *Societies Act* and these Bylaws has been provided, passed by the majority of votes required by the *Societies Act* cast in respect of the resolution by those Members entitled to vote:
 - A. in person at a duly constituted general meeting, or
 - B. by Electronic Means in accordance with these Bylaws, or
 - C. by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means; 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 Society,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a duly constituted General Meeting of the Society;

- (x) "Treasurer" means a Person elected to the office of treasurer of the Society in accordance with these Bylaws; and

- (y) "Vice-Chair" means a Person elected to the office of vice-chair of the Society in accordance with these Bylaws.

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 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. MEMBERSHIP

2.1 Admission to Membership

Membership in the Society will be restricted to:

- (a) those Persons who are the Directors on the date these Bylaws come into force; and
- (b) those Persons who subsequently become Members in accordance with these Bylaws,

provided, in each case, that such Person has not ceased to be a Member pursuant to section 2.9.

2.2 Classes of Membership

There will be two (2) classes of voting membership in the Society, called:

- (a) Standing Members; and
- (b) Community Members.

2.3 Membership not Transferable

Membership in the Society is not transferable by a Member.

2.4 Standing Membership

Each Person who is elected or appointed as a Director is, by that fact alone, automatically a Standing Member for so long as they continue to serve as a Director or until otherwise ceasing in accordance with section 2.9 of these Bylaws.

No other Person or Organization is eligible to be a Standing Member.

2.5 Eligibility for Community Membership

A Person is eligible to apply to be a Member if they:

- (a) are 19 years of age or older;
- (b) possess knowledge, experience or expertise relevant to the Society and its affairs, as determined by the Board; and
- (c) Are committed to advancing the purposes and supporting the activities of the Society.

2.6 Application for Community Membership

An eligible Person may apply to become a Community Member by submitting to the Board:

- (a) an application in writing, in such form as may be established by the Board; and
- (b) payment for applicable membership dues, if any.

The Board may, by Board Resolution and in its unfettered discretion, accept, postpone or refuse an application for community membership. If an application for community membership is accepted, the Board may set a term of membership or determine that membership will continue without term until ceasing in accordance with these Bylaws.

A Person becomes a Community Member on the date of the Board Resolution accepting the application, or on such later date as may be specified in the Board Resolution.

2.7 Term, Renewal and Re-application of Community Membership

Once accepted by Board Resolution as a Member, a Person continues as a Member for the term set by the Board Resolution accepting such Person as a Member, if any, and such membership may be renewed by the Board at or prior to its expiry for such further term as the Board may determine by Board Resolution.

A Person who is accepted as a Member without term continues as a Member until ceasing in accordance with section 2.9 of these Bylaws.

A Member whose membership has lapsed may reapply for membership in accordance with Bylaw 2.6. Reapplications for membership are subject to acceptance by the Board.

2.8 Expulsion of Member

A Member may be expelled by a Board Resolution.

Notice of a Board Resolution to expel a Member will be provided to each Director and to the Member proposed for expulsion and will be accompanied by a statement of the reasons for the proposed expulsion.

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 Board Resolution for expulsion is considered by the Directors.

2.9 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date of delivering their resignation in writing to the Chair or to the Registered Office of the Society and the effective date of the resignation stated thereon, which is later; or
- (b) in the case of a Standing Member, upon ceasing to be a Director;
- (c) in the case of a Community Member, upon the expiry of their term of membership, if any; or
- (d) upon the date which is 30 days from the date on which such Member ceases to be in good standing; or
- (e) upon their expulsion; or
- (f) upon their death.

3. RIGHTS AND OBLIGATIONS OF MEMBERSHIP

3.1 Rights of Members

A Member in good standing will have the following rights of membership:

- (a) to receive notice of and attend all General Meetings;
- (b) to propose Ordinary or Special Resolutions in accordance with the Societies Act and these Bylaws;
- (c) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (d) to exercise a vote on matters for determination at General Meetings;
- (e) to nominate for election as a Director; and
- (f) to be nominated to stand for election as a Director or officer of the Society.

3.2 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws and the policies of the Society adopted by the Board from time to time; and
- (b) further and not hinder the purposes, aims and objects of the Society.

3.3 Participation in Committees and Working Groups

Each Member is expected to participate on request from the Chair or the Board in various committees and working groups of the Society.

3.4 Dues

The Board will, by Board Resolution, determine the dues payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil. Without limiting the generality of the foregoing, the Board may determine:

- (a) that dues will be nil;
- (b) that different dues will apply to different classes of membership; and
- (c) that dues may be pro-rated in certain circumstances.

3.5 Standing of Members

All Members are deemed to be in good standing except a Member who:

- (a) has failed to pay such dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such dues remain unpaid; or
- (b) has failed without reasonable excuse to fulfill the obligations of a Member, as determined by Board Resolution.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The General Meetings of the Society will be held at such time and place, in accordance with the *Societies 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 in accordance with the requirements of the *Societies Act*.

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 Society will convene an extraordinary general meeting by providing notice in accordance with the *Societies Act* and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or

- (c) when such a meeting is requisitioned by the Members in accordance with the *Societies Act*.

4.5 Notice of General Meeting

The Society will send notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent; and
- (b) the auditor, if any is appointed,

not less than 14 days and not more than 60 days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

Notice of a General Meeting may be sent by the Society to a Member either personally, by delivery, courier or by mail posted to such Member's Registered Address, or, where the member has provided a fax number or e-mail address, by fax or e-mail, respectively.

4.6 Contents of Notice

Notice of a General Meeting will:

- (a) specify the place, the day and the time of the meeting;
- (b) if participation by Electronic Means will be authorized, specify how such means can be utilized; and
- (c) include the text of any Special Resolution to be considered at that 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 Annual General Meeting

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

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous General Meeting;
- (c) consideration of the report of the Directors;

- (d) consideration of the financial statements and the report of the auditor thereon, if any; and
- (e) the election of Directors.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2 Attendance at General Meetings

In addition to Members, Directors and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chair, or by Ordinary Resolution.

5.3 Electronic Participation in General Meetings

The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

Where a General Meeting is to be conducted using Electronic Means, the Board must:

- (a) arrange for suitable Electronic Means;
- (b) inform Members that participation by Electronic Means will be available and how such can be utilized; and
- (c) take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

5.4 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.

5.5 Quorum

A quorum at a General Meeting is a majority of the total number of Standing Members.

5.6 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.

5.7 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.

5.8 Chair

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the Chair, Vice-Chair and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

5.9 Alternate Chair

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, they 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, they may preside as chairperson.

5.10 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the *Societies Act* and these Bylaws.

5.11 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.

5.12 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.

5.13 Minutes of General Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

6. VOTING BY MEMBERS

6.1 Ordinary Resolution Sufficient

Unless the *Societies Act*, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

6.2 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Society provides each Member in good standing with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how a Member may cast a vote.

6.3 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members.

6.4 Voting Methods

Voting by Members may occur at any time and place determined by the Board, and by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than 10% of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

6.5 Voting by Proxy

Voting by proxy is not permitted.

6.6 Voting by Chair

If the Person presiding as chairperson of a General Meeting is a Member, then they may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person

presiding as chairperson who is not a Member has no vote. The Person presiding as chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

7. DIRECTORS

7.1 Management of Property and Affairs

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

7.2 Directors Subscribe to and Support Purposes

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

7.3 Composition of Board

The Board will be composed of a not less than five (5) and not more than nine (9) Directors.

7.4 Invalidation of Acts

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

7.5 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which they were most recently elected, unless sooner ceasing in accordance with these Bylaws.

Any previous full terms served by Directors prior to these Bylaws coming into force will count towards the term limits set out below.

7.6 Qualifications of Directors

A Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if they:

- (a) are less than 18 years of age;
- (b) have been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
- (c) are an undischarged bankrupt;
- (d) have been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the *Societies Act*; or
- (e) have been convicted of a criminal offense involving any of the following:
 - (i) a minor, or

- (ii) physical or sexual misconduct towards any Person.

A Director who ceases to be qualified under any of the foregoing must promptly resign from office. Failure to submit a written resignation within 30 days will result in the Director being automatically deemed to have resigned from office.

7.7 Directors Subscribe to and Support Purposes

Every Director will:

- (a) further and not hinder the purposes, aims and objects of the Society
- (b) act honestly and in good faith with a view to the best interests of the Society;
- (c) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (d) act in accordance with *Societies Act*, and
- (e) uphold the Constitution and comply with these Bylaws and the policies of the Society in effect from time to time.

7.8 Term of Office

The term of office of Directors will normally be three (3) years provided however that the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) 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 their term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting. Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which their term expires.

7.9 Consecutive Terms and Term Limits

Directors may be elected for up to nine (9) consecutive years, by any combination of terms. A Person who has served as a Director for nine (9) consecutive years may not be re-elected for at least one (1) year following the expiry of their latest term.

7.10 Extension of Term to Maintain Minimum Number of Directors

Notwithstanding the foregoing, if insufficient successors are elected and the result is that the number of Directors would fall below five (5), one or more Persons previously elected as Directors may, if they consent, continue to hold office until such time as successor Directors are elected.

7.11 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a Person qualified in accordance with section 7.5 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless sooner ceasing to be a Director.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

7.12 Removal of Director

A Director may be removed before the expiration of their term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office. The Director is entitled to be heard at or prior to the time when the Special Resolution is considered.

If by Board Resolution, the director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than 7 days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

7.13 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 their resignation in writing to the Chair or to the Address of the Society and the effective date of the resignation stated therein; or
- (b) upon the expiry of their term; or
- (c) upon the date such Person is no longer qualified pursuant to section 7.5; or
- (d) upon their removal; or
- (e) upon their death.

8. NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination of Directors

Nominations for election as a Director must be made in accordance with the applicable provisions of these Bylaws, including this section, and such policies as are established by the Board from time to time, provided that such policies or procedures do not conflict with these Bylaws.

All nominations are subject to the following rules:

- (a) A nomination must be made in writing, in a form established by the Society.
- (b) A nomination must be signed by two (2) or more Members in good standing.
- (c) Members may not nominate themselves.
- (d) A Member may not nominate more nominees than the number of Director positions coming available for election.
- (e) Nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by policy. Nominations will not be permitted from the floor at a General Meeting.

8.2 Elections Generally

Directors will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Society from time to time.

To the extent possible, approximately one-third of total Director positions will become vacant for election each year.

8.3 Election at Annual General Meeting

Election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

8.4 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

8.5 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules will apply:

- (a) The secret ballot may be conducted by written ballot or Electronic Means,

either at or prior to the annual general meeting, all at the discretion of the Board.

- (b) Ballots will be sent or otherwise made accessible to all Members in good standing, and only to those Persons.
- (c) Each ballot will include the name of each eligible nominee and the number of vacancies to be filled.
- (d) No Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions.
- (e) Ballots will be counted following the close of the election period by scrutineers appointed by the Board.
- (f) Nominees will be deemed to be elected in order of those nominees receiving the most votes.
- (g) In the event of a tie between two or more eligible nominees for the final vacant position, the scrutineers will place one ballot marked for each tied nominee into a suitable container and the Chair will draw one ballot from the container at random, which nominee selected will be elected to the final vacant position.
- (h) The results of an election by secret ballot will be announced to all Members following the counting of the ballots.

8.6 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines are necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the *Societies Act* or these Bylaws.

9. POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 Powers of Directors

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

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

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

9.2 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the *Societies Act*, the Constitution or these Bylaws.

9.3 Chief Executive Officer

The Board will engage the Chief Executive Officer and will be responsible to evaluate the Chief Executive Officer's performance from time to time.

9.4 Remuneration of Directors and Officers and Reimbursement of Expenses

A Director is not entitled to receive and will not receive any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

9.5 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. 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 Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the *Societies Act* or these Bylaws.

9.6 Investment Advice

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 in comparable circumstances.

9.7 Delegation of Investment Authority to Agent

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.

10. PROCEEDINGS OF THE BOARD

10.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board. Meetings may include regular meetings and ad hoc meetings, as determined by the Board.

10.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

10.3 Ad Hoc Meetings

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the Chair; or
- (b) by request of any two (2) or more Directors.

10.4 Notice of Board Meetings

At least two (2) days' notice will be sent to each Director of:

- (a) an ad hoc board meeting; or
- (b) a change to a regular board meeting for which notice was previously provided.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a 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.

10.5 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, observers or guests.

10.6 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

10.7 Quorum

Quorum for meetings of the Board will be a majority of the Directors currently in office.

10.8 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent themselves from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the *Societies Act* or these Bylaws.

10.9 Chair of Meetings

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

If at any meeting of the Board the Chair, Vice-Chair and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting or requests that they not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

10.10 Alternate Chair

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, they 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, they may preside as chairperson.

10.11 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the *Societies Act* and these Bylaws.

10.12 Minutes of Board Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board.

11. DECISION MAKING AT BOARD MEETINGS

11.1 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the *Societies Act*, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

11.2 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.

11.3 Entitlement to Vote

Subject to section 10.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

11.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

12. OFFICERS

12.1 Officers

The officers of the Society are the Chair, Vice-Chair, Secretary, Treasurer and Chief Executive Officer, together with such other offices, if any, as the Board, in its discretion, may create. All officers must be Directors, save and except the Chief Executive Officer, who must not be a Director.

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

12.2 Election of Officers

The Board will elect the officers (other than the Chief Executive Officer) at each meeting of the Board immediately following an annual general meeting, in accordance with such policies as may be established.

12.3 Term of Officer

The term of office for each officer other than the Chief Executive Officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with section 12.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms, without limitation.

The Chief Executive Officer will serve at the pleasure of the Board.

12.4 Removal of Officers

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

12.5 Replacement

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

12.6 Duties of Chair

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

12.7 Duties of Vice-Chair

The Vice-Chair will assist the Chair in the performance of their duties and will, in the absence of the Chair, perform those duties. The Vice-Chair shall also perform such additional duties as may be assigned by the Board or the Chair.

12.8 Duties of Secretary

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

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, 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 Society.

12.9 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 *Societies Act* and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

12.10 Duties of Chief Executive Officer

The Chief Executive Officer will, under the supervision of the Board, manage the affairs of the Society and shall be responsible for the administration of the Society. The Chief Executive Officer shall regularly report to and advise the Board on all matters relevant to the affairs of the Society.

The Chief Executive Officer will direct and manage the Society's office and

personnel. The Chief Executive Officer will have such other duties and responsibilities as determined by the Board from time to time.

12.11 Absence of Secretary at Meeting

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

12.12 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.

13. INDEMNIFICATION

13.1 Indemnification of an Eligible Party

Subject to section 13.4 and the provisions of the *Societies Act*, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of their holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

13.2 Indemnification of an Eligible Party in a Subsidiary

Notwithstanding section 13.1, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent they are liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Society, which position is equivalent to the position of an Eligible Party in the Society itself.

13.3 Advancement of Expenses

To the extent permitted by the *Societies Act* and subject to section 13.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Society 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 Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

13.4 Indemnification Prohibited

Notwithstanding sections 13.1 and 13.2, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

- (a) has already been reimbursed for such expenses;
- (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that they ought to have done;
- (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or
- (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that their conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

13.5 Indemnification not Invalidated by Non-Compliance

The failure of an Eligible Party of the Society to comply with the provisions of the *Societies Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which they are entitled under this part.

13.6 Approval of Court

The Society will apply to the court for any approval of the court to the extent such approval is required by the *Societies Act* or otherwise to ensure that the indemnities herein are effective and enforceable.

13.7 Indemnification Deemed Term

Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

13.8 Purchase of Insurance

The Society 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.

14. COMMITTEES

14.1 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.

14.2 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.

14.3 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.

14.4 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.

15. EXECUTION OF INSTRUMENTS

15.1 No Seal

The Society may have a corporate seal, but will not use its corporate seal for the execution of documents.

15.2 Execution of Instruments

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

- (a) by the Chair and the Chief Executive Officer; or
- (b) by the Chief Executive Officer, together with one other Director, or
- (c) in the event that the Chief Executive Director is unavailable to provide a signature, by any two Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Society 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 Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

16. FINANCIAL MATTERS AND REPORTING

16.1 Fiscal Year

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

16.2 Accounting Records

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

16.3 Borrowing Powers

In order to carry out the purposes of the Society, the Board, on behalf of and in the name of the Society, may 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.

16.4 Restrictions on Borrowing Powers

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

16.5 Audit Required

The Society is required to be audited and will annually appoint an external auditor with the qualifications required by the *Societies Act* and will comply with the relevant provisions of the *Societies Act* and this Part.

16.6 Appointment of Auditor at Annual General Meeting

The 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* or until the Society no longer wishes to appoint an auditor.

16.7 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.

16.8 Removal of Auditor

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

16.9 Notice of Appointment

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

16.10 Restrictions on Appointment

No Director, Member or employee of the Society will act as its auditor.

16.11 Attendance at Annual General Meetings

The auditor may attend General Meetings and will attend if requested by the Board or required by the *Societies Act*.

16.12 Reporting by Auditor

The auditor will conduct a review in respect of the Society's annual financial and will provide a report for the annual general meeting of the Society.

17. NOTICES

17.1 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.

17.2 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.

17.3 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.

17.4 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.

18. MISCELLANEOUS

18.1 Inspection of Records

The documents, including the financial and accounting records, of the Society and the minutes of general meetings, committee meetings and meetings of the Board will be open to the inspection of any Director at reasonable times and on reasonable notice to the Executive Director.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice to the Society, to examine any of the following documents and records of the Society at the Registered Office of the Society during the Society's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such; and
- (k) the disclosure of a Director or of the Executive Director regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to examine any other document or record of the Society and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to examine may be provided on request by the Member for a reasonable production fee to be determined by the Board.

18.2 Participation in Meetings

The Board may, in its 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 wholly or in part, by Electronic Means.

All Members, Directors, or Persons participating by Electronic Means in any such meeting will be deemed to be present in person at the stated location of such meeting.

18.3 Right to become Member of other Society

The Society 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 Society's purposes.

19. BYLAWS

19.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide them with, a copy of the Constitution and these Bylaws.

19.2 Special Resolution required to Alter or Add to Bylaws

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

20. PRIOR CONSTITUTION PROVISIONS

20.1 Winding Up

In the event of the winding up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, shall be given,

transferred and distributed to such other non-profit sports leadership organizations as are determined by the members of the Society to have purposes similar to those of the Society, and members of the Society shall not have any interest in the property or assets of the Society upon the Society ceasing to exist. This provision was previously unalterable.

20.2 Non-Profit Purpose

The activities and purposes of the Society shall be carried on without purpose of financial gain for its members and any income, profit and other accretions to the Society shall be used in promoting the purpose of the Society. This provision was previously unalterable.