

Bylaw Proposal – Dec 13, 2022

The Board of Directors recommends the adoption of the attached bylaws. If approved by the member vote, these new bylaws would replace the previous bylaws effective immediately at the conclusion of the annual general meeting.

Why new bylaws?

The Board have proposed to better align our bylaws with BC Societies Act and best practices based on legal advice.

How was the work completed?

The Board task the Governance Committee to complete a review of our bylaws and retained the service of [Sport Law](#) who's team specializes in governance, policy development, and complex legal matters to support the committee in their work.

What has changed?

The board considers the following aspects to be of note for membership for consideration when voting to approve the bylaw changes recommended by the Governance Committee, Board of Directors, and Executive Director:

- Streamlines the membership definitions to remove unnecessary language including redundant membership categories.
 - No removal of any or deterioration to any member rights and clarification that membership rights are same for any members 16 and older, with only members under 16 requiring any parental or guardian involvement for meetings/voting.
- Refines wording around director nominations
 - Additional wording allowing members rights to nominate from the floor at a meeting of the members
- Refining wording on the role descriptions for the officers
 - No reduction in overall board responsibilities or accountability
- Clarification of key dates related to the delivery of notice for the annual meeting and deadlines for submission of member proposals.
 - Extends the notice requirement by 16 days (to 30 days minimum) for annual meeting
 - Extends the amount of time between notice of meeting and when members need to provide member proposals for new business items.
- Updating the Purpose of the Capital Fund to expand beyond only capital projects such as fields/facilities to reflect the current needs of the organization to best serve members and community
 - Any usage must be in accordance with approved Capital Projects plans that have a significant benefit for the Society and Capital Projects funds may only be allocated to a specific project after approval by membership.

VANCOUVER ULTIMATE LEAGUE SOCIETY CONSTITUTION

1. The name of the Society is the Vancouver Ultimate League Society.
2. a. The Society is organized exclusively for recreational and educational purposes and to foster sports competition within the Greater Vancouver area. The purposes of the Society are:
 - i. To serve as the governing body of the sport of ultimate within the Vancouver Ultimate League Society, representing the interests of the sport and the interests of all players and members;
 - ii. To maintain the "spirit of the game" as the central governing principle of the sport of ultimate and related activities that the society is involved or associated with;
 - iii. To promote the growth, public awareness, and development of the sport of ultimate;
 - iv. To act as the vehicle through which the ongoing activities of the sport of ultimate within the Metro Vancouver area are organized, including, but not limited to, participation within national and international competition, developing and disseminating educational programs, maintaining a standardized body of rules, and serving as a medium for the exchange of information; and
 - v. To transact any and all other lawful business for which non-profit organizations may be incorporated pursuant to the BC Societies Act and the Business Corporations Act of BC, as both may be amended from time to time, as well as any successor acts.
- a. All purposes shall be organized and operated exclusively on a non-profit basis.
- b. Despite the provisions of paragraph d, in the event of the winding up or dissolution of the Society, its funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization with similar purposes pursuant to section 149(1)(f) or (l) of the Income Tax Act (CDN).
- c. This Society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this Society may distribute its money and other property to its members.

VANCOUVER ULTIMATE LEAGUE SOCIETY BY-LAWS

ARTICLE I GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Vancouver Ultimate League Society.
- 1.2 Definitions – The following terms have these meanings in these By-laws:
 - a) *Act* – the *BC Societies Act*.
 - b) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual Meeting in accordance with the Act.
 - c) *Board* – the Board of Directors of the Society.
 - d) *Days* – days including weekends and holidays.
 - e) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
 - f) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
 - g) *Member Proposal* – A Member Proposal, submitted to the Society at least sixty (60) days before the Annual Meeting, must include the proposal itself, the names and signatures of at least 5% of the voting Members, and, optionally, a statement of support for the proposal (consisting of fewer than 200

words). A Member Proposal may not be substantially similar to Member Proposal that was proposed at a meeting of the Members in the past two calendar years.

- h) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws.
- i) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- j) *Senior Manager* – The individual (when employed or contracted) who has been delegated by the Board the responsibility to manage the day-to-day operations of the Society.
- k) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution.
- l) *Society* – Vancouver Ultimate League Society.

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

1.4 Affiliations – When the Society is a member of BC Ultimate, the Society and the Members of the Society will abide by and follow the By-laws, rules and regulations of BC Ultimate, as applicable.

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

1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.7 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).

1.8 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

2.1 Member – Any participant who is registered directly with the Society.

2.2 Registration – Each Member must register with the Society and agree to abide by the Society’s By-laws, policies, procedures, rules and regulations or, if the Member is under the age of 16, have a parent or guardian agree to abide by the Society’s By-laws, policies, procedures, rules and regulations on behalf of the Member.

Authority of Members

2.3 Membership Authority – The Members of the Society will have the following powers:

- a) To appoint the Auditor
- b) To amend the By-laws
- c) To elect Directors; and
- d) As provided in the Act and in these By-laws

Admission and Renewal of Members

- 2.4 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:
- a) The candidate member makes an application for membership in a manner prescribed by the Society;
 - b) The candidate member was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
 - c) The candidate member has paid fees as prescribed by the Board;
 - d) The candidate member agrees to uphold and comply with the Society’s governing documents;
 - e) The candidate member meets any other condition of membership determined by the Board;
 - f) The candidate member has met the applicable definition listed in Section 2.1; and
 - g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Fees and Duration

- 2.5 Duration – Unless otherwise determined by the Board, membership with the Society begins on the date the Board (or designate) accepts the candidate member’s registration and ends on a date determined by the Board (or designate) common to all Members or when the Member resigns or is terminated from membership.
- 2.6 Fees – Membership fees will be determined by the Board.
- 2.7 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Society.

Transfer, Suspension, and Termination of Membership

- 2.8 Transfer – Membership in the Society is non-transferable.
- 2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society’s policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.
- 2.10 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any involvement with the Society’s sport-related activities, and may be subject to a probationary period before being reinstated to good standing.
- 2.11 Termination – Membership in the Society will terminate immediately upon:
- a) The expiration of the Member’s membership, unless renewed in accordance with these By-laws;
 - b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.4 of these By-laws;
 - c) Resignation by the Member by giving written notice to the Society;
 - d) Dissolution of the Society;
 - e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Society’s policies;
 - f) The Member’s death; or
 - g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days’ notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

- 2.12 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.
- 2.13 Arrears – A Member may be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.
- 2.14 Discipline – A Member may be disciplined in accordance with the Society’s policies and procedures relating to the discipline of Members or, upon fifteen (15) days’ written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.
- 2.15 Reciprocation – When the Society is affiliated with Ultimate Canada, the Society will comply with reciprocation requirements published by Ultimate Canada that may include, but are not limited to, providing copies of discipline and appeal decisions to Ultimate Canada and BC Ultimate and recognizing and enforcing discipline decisions or sanctions applied by Ultimate Canada and Provincial/Territorial Sport Organizations.

Good Standing

- 2.16 Definition – A Member will be in good standing provided that the Member:
- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - b) Has completed and remitted all documents as required by the Society;
 - c) Has complied with the By-laws, policies, and rules of the Society;
 - d) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - e) Has paid all required membership fees.
- 2.17 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Society, Members in good standing may be entitled to the following privileges:
- a) To attend, participate, and vote at meetings of the Members;
 - b) To participate in the Society’s sport-related activities; and
 - c) To participate in other events associated with the Society.
- 2.18 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III MEETINGS OF MEMBERS

- 3.1 Annual Meeting – The Society will hold meetings of Members at such date, time and place as determined by the Board within the Province of British Columbia. An Annual Meeting will be held once every calendar year. Any Member, upon request, will be provided, not less than ten (10) days before the Annual Meeting, with a copy of the approved financial statements and auditor’s report (if any).

- 3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
- 3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least thirty (30) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda and reasonable information to permit Members to make informed decisions.
- 3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board twenty (20) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- 3.8 Quorum – Twenty-five (25) Members (or parents/guardians voting on behalf of a Member who is younger than 16 years old) present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 3.9 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 3.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 16 years old, the Directors and

Officers, the auditors of the Society, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

- 3.12 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the Members.

Voting at Meetings of Members

- 3.13 Voting Rights – members in good standing at the time of the meeting of the Members at which a vote is to be taken, have one vote each.
- 3.14 Voting Powers – Each voting Member votes on every issue. Members who are 16 years old or older at the time of the meeting of the Members may exercise their own vote. Members who are younger than 16 years old at the time of the meeting may have their vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with multiple children registered with the Society who are younger than 16 years old may exercise one vote per child. Also, multiple parents/guardians of the same child who is registered with the Society and who is younger than 16 years old may both attend a meeting of the Members but may only exercise one vote.
- 3.15 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.
- 3.16 Proxy Voting – Proxy voting is permitted. A member in good standing that is unable to attend any meeting (“Proxy Grantor”) may assign their vote to another member in good standing (“Proxy Holder”). The Proxy Grantor may assign a general proxy to allow the Proxy Holder to vote on Proxy Grantor’s behalf as they see fit at the meeting on any/all matters calling for member votes or the Proxy Grantor may provide specific instructions for the Proxy Holder to vote in a specific manner on specific issues. For example, a Proxy Grantor may instruct a Proxy Holder to vote for specific candidates for election of Directors. Each member in good standing attending the meeting may vote one additional proxy vote in addition to their own vote as a member in good standing.
- 3.17 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:
- a) The Society has made available a procedure that permits voting by mail, telephonic, or electronic means;
 - b) The votes may be verified as having been made by the Member entitled to vote; and
 - c) The Society is not able to identify how each Member voted.
- 3.18 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
- 3.19 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

- 4.1 Directors – The Board will consist of seven (7) Director-at-Large positions unless additional directors are appointed in accordance with provisions outlined in section 4.19 (below).
- 4.2 Portfolios – Directors-at-Large may be assigned, by Ordinary Resolution of the Board, to serve as Officers of the Society and/or Directors of various portfolios related to the operations of the Society (e.g., Director - Membership, Director – Sponsorship, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board. Officers may also have portfolios.
- 4.3 Board Observers – By Ordinary Resolution of the Board, the immediate Past President and/or the Senior Manager of the Society may be given a standing invitation to attend meetings of the Board. The Past President and/or Senior Manager may attend and speak at meetings of the Board but are not permitted to vote and are not considered to be a Director. The Board may rescind its standing invitation for any meeting, or part of any meeting, at any time.

Eligibility of Directors

- 4.4 Eligibility – To be eligible to serve as a Director, an individual must:
- Be sixteen (16) years of age or older;
 - Not convicted of criminal offenses described in Section 44 of the Act;
 - Have not been declared incapable by a court in Canada or in another country; and
 - Not have the status of bankrupt.

Election of Directors

- 4.5 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit nominations for the election of the Directors.
- 4.6 Nomination – Any nomination of an individual for election as a Director will:
- Include the written consent of the nominee by signed or electronic signature;
 - Comply with the procedures established by the Nominations Committee (if appointed); and
 - Be submitted to the Society ten (10) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- 4.7 Incumbents – Current Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election ten (10) days prior to the Annual Meeting.
- 4.8 Nominations from the Floor – An individual will be permitted to be nominated from the floor at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.
- 4.9 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.
- 4.10 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

- 4.11 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:
- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
 - b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution.
- 4.12 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Society.
- 4.13 Terms – Elected Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office. Directors will be limited to serving three (3) consecutive terms (inclusive of appointed and elected terms whether they are full two (2) year terms or partial terms). Appointed Directors terms will be limited by the provisions in section 4.19 below.
- 4.14 Director Consent – An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

Resignation and Removal of Directors

- 4.15 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.16 Vacate Office – The office of any Director will be vacated automatically if:
- a) The Director resigns;
 - b) The Director is found by a court to be incapable;
 - c) The Director becomes bankrupt; or
 - d) The Director dies.
- 4.17 Removal – An elected Director may be removed by Special Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

- 4.18 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

Appointment without Vacancy on the Board

- 4.19 From time to time, the elected Directors of the Society may consider it appropriate to appoint up to a maximum of two (2) additional Directors to the Board to bring in specific additional skillsets or experiences

that the board considers to be immediately critical. Potential applicants may be nominated by any elected Director and may be added to the Board of Directors with a unanimous vote of the elected Directors at any scheduled Board meeting. Any such appointed Directors shall have a term of office from the date of their appointment to the occurrence of the next annual general meeting.

Meetings of the Board

- 4.20 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.
- 4.21 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.
- 4.22 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Society.
- 4.23 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.24 Number of Meetings – The Board will hold at least four (4) meetings per year.
- 4.25 Quorum – At any meeting of the Board, quorum will be a majority of Directors.
- 4.26 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.
- 4.27 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.
- 4.28 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 4.29 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.30 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Society consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

Duties of Directors

- 4.31 Standard of Care – Every Director will:

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

Powers of the Board

- 4.32 Powers of the Society – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.
- 4.33 Empowered – The Board is empowered, including but not limited to:
- a) Make policies and procedures or manage the affairs of the Society for the purpose of furthering the objects and purposes of the Society in accordance with the Act and these By-laws;
 - b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
 - c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
 - d) Employ or engage under contract such persons, including a Senior Manager, as it deems necessary to carry out the work of the Society;
 - e) Determine registration procedures, determine membership fees, and determine other registration requirements;
 - f) Enable the Society to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Society;
 - g) Make expenditures for the purpose of furthering the objects and purposes of the Society;
 - h) Invest funds for the purpose of furthering the objects and purposes of the Society;
 - i) Manage the Society's assets and resources expenditures for the purpose of furthering the objects and purposes of the Society;
 - j) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
 - k) Perform any other duties from time to time as may be in the best interests of the Society.
- 4.34 Senior Manager – When employed or contracted, the Board delegates to the Senior Manager (who may also be known as the Executive Director) the responsibility to manage the day-to-day operations of the Society in accordance with Board policies and direction, and subject to any limits established by the Board.

ARTICLE V OFFICERS

- 5.1 Composition – The Officers will be the President, Vice President, Secretary, Treasurer, and Senior Manager.
- 5.2 Senior Manager – When employed or contracted, the Senior Manager is an employee of the Society and not a Director of the Board. Sections of the By-laws that apply to elected Officers and the removal and vacancy of Officer positions do not apply to the Senior Manager.
- 5.3 Term – The term of the Officers will be one (1) year or until they or their successors are elected or appointed.
- 5.4 Officers Election – The Officers of the Society will be nominated and elected by the Board of Directors from the elected Directors.
- (a) At the first meeting of the Board of Directors held following the election of new Directors, the Directors will be provided with notice to present nominations for Officer positions and be provided

with not less than fifteen (15) days to present nominations to the Board of Directors and be notified of a subsequent meeting of the Board of Directors to consider nominations and vote to select Officers. Nominations can be from any Director including self-nomination. Any Director may nominate themselves or any other Director for multiple officer positions and may occupy more than one position with the exception of the President who may not hold any other positions. To the extent that a Director is elected by the Directors to more than one position and one of the positions being that of President, that Director may only accept either the President position or the other one non-President Officer position(s). If there remain multiple nominees for the position(s) that were not accepted, there is a new vote between the nominees (see voting below). If there was only one other nominee then the nominated Director will be awarded that Officer position.

- (b) In the case of multiple valid Nominees for an Office then the nominees may make written/verbal presentations to the Board of Directors at the meeting subsequent to the first meeting following the election of the new Directors with respect to their suitability for the role.
- (c) Voting – Elections will be decided by majority vote of the Directors for each position (subject to the provision above that the President may hold no other Office) in accordance with the following:
 - (i) One Valid Nominee for an Office – Winner declared by acclamation.
 - (ii) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

5.5 Duties – The duties of Officers are as follows:

- a) Officers will take Office immediately following a valid vote conducted in accordance with 5.4 above.
- b) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Society and at meetings of the Board unless otherwise designated and will perform such other duties as may from time to time be established by the Board.
- c) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- d) The Secretary will be responsible for the documentation of all amendments to the Society’s By-laws, will ensure that all official documents and records of the Society are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report on open action items since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Society, and will perform such other duties as may from time to time be established by the Board.
- e) The Treasurer will, subject to the powers and duties of the Board, work with Senior Manager to file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Society in the Society’s bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will work with Senior Manager, Finance Committee, and Board of Directors to prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

- f) The Senior Manager (when employed or contracted) is the chief employee or contractor of the Society and is responsible to the Board for the management and operations of the Society.
- 5.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Officer or Director.
- 5.7 Multiple Positions – With the exception of the position of President, a Director may hold multiple Officer positions.
- 5.8 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote.
- 5.9 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position’s term of office.
- 5.10 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.

ARTICLE VI COMMITTEES

Committees

- 6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Society. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.
- 6.2 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.
- 6.3 President Ex-officio – The President will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Society.
- 6.4 Debts – No committee will have the authority to incur debts in the name of the Society.

ARTICLE VII FINANCE AND MANAGEMENT

- 7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be October 1st to September 30th.
- 7.2 Bank – The banking business of the Society will be conducted at such financial institution as the Board may determine.
- 7.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit the books, accounts and records of the Society in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Society.

- 7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society of the last fiscal year of the Society but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
- a) The financial statements;
 - b) The auditor’s report (if any);
 - c) Remuneration paid to any Director including the exact amount and for what purpose;
 - d) Remuneration paid to any employee or contractor of the Society, identified by position or title, who received \$75,000 or more from the Society and the exact amount of the remuneration and (for contractors) the nature of the service performed; and
 - e) Any further information respecting the financial position of the Society.
- 7.5 Books and Records – The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
- a) The Society’s certificate of incorporation;
 - b) The Society’s Constitution and By-laws;
 - c) A register of Directors (including contact information);
 - d) Written consent of each Director to act as a Director;
 - e) Written resignation(s) of any Director(s);
 - f) Disclosure of any conflict of interest by any Director or the Senior Manager (when employed or contracted);
 - g) A register of Members;
 - h) The minutes of meetings of the Members;
 - i) The resolutions of the Members from any meeting of the Members;
 - j) Annual Financial Statements, with the applicable auditor’s report (if any);
 - k) The minutes of meetings of the Directors (including attendance);
 - l) The resolutions of the Directors;
 - m) The in-camera minutes of meetings of the Directors; and
 - n) Adequate accounting records for each of the Society’s financial years, including a record of each transaction that materially affected the financial position of the Society.
- 7.6 Access to Books and Records by Members and Directors – Access to books and records by Members and Directors is permitted as follows:
- a) Directors have access to records described in 7.5a) to 7.5n); and
 - b) Members have access to records described in 7.5a) to 7.5j), though the Directors may restrict access to the record described in 7.5g) if the Directors are of the opinion that the access would be harmful to the Society or to the interests of one or more Members.
- 7.7 Access to Books and Records by the public – Access to books and records by the public is permitted as follows:
- a) The public does not have access to records described in 7.5a) to 7.5i) or to records described in 7.5k) to 7.5n)
 - b) The public may request access to records described in 7.5j) by submitting a request to the Society and paying a fee of \$10.00. The records will be delivered by email to the individual making the request within fourteen (14) days of the receipt of the fee.

- 7.8 Record Keeping – The Society may discard a record if the record is no longer relevant to the activities or internal affairs of the Society, after ten years have passed since the record was created or, if the record has been altered, since the record was last altered.
- 7.9 Signing Authority – The signing authority of the Society shall be vested in the Officers of the Society and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of the Treasurer or any two of these Officers or persons shall be required on any financial instrument of the Society.
- 7.10 Capital Projects Fund – All money held in the Society's bank account, in excess of six months' reasonably anticipated expenditures, at the time of the Annual Meeting, shall, upon recommendation of the Treasurer (or designate), be placed into a Capital Projects Fund to be utilized in accordance with the approved Capital Projects plan that have a significant benefit for the Society. Capital Projects funds may be allocated to a specific project only after approval by Ordinary Resolution of the Members at a meeting of the Members.
- 7.11 Property – The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine. Authorization of the acquisition, lease, sale, or otherwise dealing with real property transactions shall require the approval of a Special Resolution by the Members. Authorization of any financial transaction acquisition, lease, sale of property in an amount exceeding one hundred thousand dollars (\$100,000) shall require the approval of an Ordinary Resolution by the Members.
- 7.12 Gaming Funds – Funds generated from gaming grants or other purposes related to gaming shall be used for expenditures in accordance with all government regulations applicable to the usage of gaming funds.
- 7.13 Borrowing – The Society may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and subject to authorization by an Ordinary Resolution of the Members if the amount of the financial transaction exceeds one hundred thousand dollars (\$100,000).
- 7.14 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.
- 7.15 Annual Reporting – The Society will annually file an Annual Report, as well as any changes to the Society's Directors, on *Societies Online* in a form stipulated by BC Registry Services.

Remuneration

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

Conflict of Interest

- 7.17 Conflict of Interest – A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will

refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII AMENDMENT OF BY-LAWS

- 8.1 Voting – These By-laws may only be amended, revised, repealed or added to by:
- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Special Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
 - b) By a Member in the form of a Member Proposal. Member Proposals that amend the By-laws will be submitted to the Members at the meeting of Members and the voting Members may confirm or reject the By-laws amendment by Special Resolution.

ARTICLE IX NOTICE

- 9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.
- 9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- 9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice will not invalidate any action taken at the meeting.

ARTICLE X DISSOLUTION

- 10.1 Dissolution – Upon dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed to charitable organizations which carry on their work solely in the province of British Columbia.

ARTICLE XI INDEMNIFICATION

- 11.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.
- 11.2 Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Society will not indemnify an individual unless:

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

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

ARTICLE XII ADOPTION OF THESE BY-LAWS

12.1 Ratification – These By-laws were ratified by the Members of the Society at a meeting of Members duly called and held on [December 13, 2022].

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