

BY-LAWS

Submitted for approval

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AGM

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GENERAL

Section 1.01 Purpose

- (a) These by-laws relate to the general conduct of the affairs of Cycling British Columbia.

Section 1.02 Definitions

- (a) The following terms have these meanings in these by-laws:

- (i) *Act: The Society Act of British Columbia from time to time in force and all amendments to it.*
- (ii) *Auditor: an individual appointed by the Members at an annual general meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting in accordance with the Act.*
- (iii) *Board: the persons elected or appointed as directors from time to time to manage or supervise the management of the affairs of the Society.*
- (iv) *Chair: the chair of the Board.*
- (v) *Club: a club which:*
- 1) is registered and in good standing with the Society;
 - 2) has paid dues as prescribed by the Board;
 - 3) consists of at least five (5) Members; and
 - 4) May or may not be registered as a society under the Act.
 - 5) For greater certainty, membership in a Club does not alone confer membership in the Society.
- (vi) *Days: days including weekends and holidays.*
- (vii) *Director: an individual elected or appointed to serve on the Board pursuant to these By-laws.*
- (viii) *Member: an individual who has registered, paid all required membership dues and is in good standing as a member of the Society.*
- (ix) *Officer: an individual elected or appointed to serve as an officer of the Society pursuant to these By-laws.*
- (x) *Ordinary Resolution: a resolution passed by a simple majority of the votes cast on that resolution by those who are entitled to vote thereon.*
- (xi) *Society: Cycling British Columbia.*
- (xii) *Special Resolution: a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.*

Section 1.03 Registered Office

- (a) The registered office of the Society will be located within the Province of British Columbia.

Section 1.04 Ruling on By-laws

- (a) -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 objectives of the Society.

Section 1.05 Conduct of Meetings

- (a) -Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

Section 1.06 Interpretation

- (a) Words importing the singular will include the plural and vice versa, words importing the masculine or feminine will include ~~the feminine~~ all genders, 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.

MEMBERSHIP

Section 2.01 Admission of Members

- (a) No individual will be admitted as a Member of the Society unless:
 - (i) *the candidate member has made an application for membership in a manner prescribed by the Society;*
 - (ii) *the candidate member has paid dues as prescribed by the Board;*
 - (iii) *the candidate member agrees to uphold and comply with the Society's By-laws, policies, procedures, rules and regulations; and*
 - (iv) ~~the candidate member meets any other condition of membership determined by the Board.~~

Section 2.02 Membership Dues and Duration:

- (a) *Year* – unless determined by the Board, the membership year of the Society will be from January 1st until December 31st of the calendar year;
- (b) *Dues* – membership dues will be determined annually by Cycling BC Staff, recommended for approval by the Board and ratified by the Members at a General Meeting;
- (c) *Duration* – membership duration is accorded on an annual basis and the Members will re- apply for membership annually.

Section 2.03 Transfer, Suspension, and Termination of Membership

- (a) *Transfer* – Membership in the Society is non-transferable;
- (b) *Termination* – Membership in the Society will terminate immediately upon:
 - (i) *the expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;*
 - (ii) *the resignation by the Member by giving written notice to the Society;*
 - (iii) *the dissolution of the Society;*
 - (iv) *the Member's death; or*
 - (v) *the Special 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.*
- (c) *May Not Resign* – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action of the Society.
- (d) *Discipline* – A Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members.

- (e) *Dues Payable* – Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

Section 2.04 Good Standing

- (a) *Definition* – A Member will be in good standing provided that the Member:
- (i) *has not ceased to be a Member;*
 - (ii) *has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;*
 - (iii) *has completed and remitted all documents as required by the Society;*
 - (iv) *has complied with the By-laws, policies, and rules of the Society;*
 - (v) *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*

Section 2.05 Cease to be in Good Standing

- (a) Members that cease to be in good standing, as determined by the Board 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.

MEETINGS OF MEMBERS

Section 3.01 Annual General Meeting

- (a) The Society will hold meetings of Members at such date, time and place as determined by the Board within the Province of British Columbia and, at least once every five years, outside of the Greater Vancouver Regional District. The Annual General Meeting will be held within six (6) months of fiscal year end (December 31). ~~Any [EW1] Member, upon request, will be provided, not less than twenty one (21) days before the Annual General Meeting, with a copy of the approved financial statements and auditor's report thereon.~~

Section 3.02 Extraordinary General Meeting

- (a) An Extraordinary General 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 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.

Section 3.03 Participation/Holding by Electronic Means

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. The Society shall use commercially reasonable efforts to make such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means, provided that ~~permit~~ all participants ~~to can~~ communicate adequately with each other during the meeting.

Section 3.04 Notice

- (a) Written or electronic notice of the date of a meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least twenty (20) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, reasonable information to permit Members to make informed decisions regarding the business of the meeting, information regarding Director nominees, and the text of any resolutions to be voted upon.

Section 3.05 Waiver of Notice

- (a) 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.

Section 3.06 Error or Omission in Giving Notice

- (a) 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.

Section 3.07 New Business

- (a) 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 has been submitted to the Board within seven (7) days of receiving notice of the meeting of the Members in accordance with procedures as approved by the Board.

- (a)(b) 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 General Meeting no later than ten (10) days prior to the meeting.

Section 3.08 Quorum

- (a) Twenty-one (21) Members present or by proxy 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.

Section 3.09 Absence of Quorum

- (a) If within thirty (30) minutes from the time appointed for a meeting of the Members a quorum is not present, the meeting, if convened on the requisition of Members under the Act, shall be terminated; however, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present shall constitute a quorum.

Section 3.10 3.10 Chair

- (a) —The Chair of the Society, or in the Chair's absence a Director, shall preside as chair of all Member meetings; however, if at any Member meeting the Chair or any Director is not present and willing to act as chair of the meeting within thirty (30) minutes after the time appointed for the meeting, it shall stand adjourned to the same day in the next week, at the same time and place, as if quorum was not present.

- (a)(b) If a person presiding as chair of a meeting wants to step down as chair for all or part of that meeting, that person may designate an alternate, preferably a Director, to chair such meeting or portion thereof, upon receiving the consent of a majority of the Members present at the meeting.

Section 3.11 Adjournment

- (a) The chair of any general meeting may with the consent of a majority of the Members present at the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment takes place.

Section 3.12 Closed Meetings

- (a) Meetings of Members will be closed to the public except by invitation of the Board.

Section 3.13 Agenda

- (a) The agenda for the Annual General Meeting will at a minimum include:
 - (i) *call to order;*
 - (ii) *establishment of quorum;*
 - (iii) *approval of the agenda;*
 - (iv) *approval of minutes of the previous Annual General Meeting;*
 - (v) *receive and consider financial statements of the Society, together with the report of Auditors thereon;*
 - (vi) *appointment of Auditors;*
 - (vii) *approval of membership dues and related fees;*
 - (viii) *additional business as specified in the meeting notice;*
 - (ix) *election of any vacant Director positions; and*
 - (x) *adjournment.*

Section 3.14 Scrutineers

- (a) At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes of Members are properly cast and counted.

Section 3.15 Adjournments

- (a) With the majority consent of the Members present and quorum 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.

Section 3.16 Attendance

- (a) The only persons entitled to attend a meeting of the Members are the Members, Directors, Officers and the ~~auditors~~ Auditors of the Society. Others who are entitled or required under any provision of the Act or these ~~B~~by-laws to be present at the meeting may attend but do not have the right to vote on any matter. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

Section 3.17 Voting at Meetings of Members

- (a) Voting Rights – Members will each have one vote at all meetings of the Members.

- (b) Record Date – The record date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than sixty (60) days and no less than thirty (30) days prior to the meeting.
- (c) Proxy Voting – Members may vote by proxy if:
 - (i) *the Member notified the Society in writing at least seven (7) days prior to the meeting of the Members of an appointment of a proxy holder;*
 - (ii) *the proxy is received by the Society not less than 48 hours prior to the start of the meeting;*
 - (iii) *the proxy is in a form specified and approved by the Society;*
 - (iv) *the proxy clearly states the date of the specific meeting; and*
 - (v) *the proxy clearly states to whom the proxy is given.*
- (d) Maximum Number of Proxies – No Member will hold more than ten (10) proxy votes.
- (e) Voting by Mail or Electronic Means – A voting Member may vote by mail, telephonic or electronic means in accordance with the voting procedures adopted by the Board and disclosed to the Members. ~~Any [EW2] telephonic or electronic voting procedure(s) adopted by the Board will provide that votes be verified as having been made by the Member entitled to vote.~~
- (f) Means – in accordance with the voting procedures adopted by the Board and disclosed to the Members, any telephonic or electronic voting procedure(s) adopted by the Board will provide that votes be verified as having been made by the Member entitled to vote.
- (g) Voting Procedure – Voting on resolutions or proposals, other than the election of Directors, will be held by means specified by the Board; except upon the demand by at least ten (10) of Members for a secret ballot prior to the vote being held.
- (h) Ordinary Resolution - Except as otherwise provided in these By-laws or the Act, resolutions will be passed by Ordinary Resolution.
- (i) Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

DIRECTORS

Section 4.01 Composition of the Board:

- (a) ~~Directors~~—The Board will consist of a minimum of seven (7) and a maximum of nine (9) Directors, one of whom will be Past Chair, if available.

~~Section 4.02 Chair of the Board~~

- ~~(a)(b) The Directors will determine who, from a group comprised of the Directors who, will be the Chair. The Chair will preside at meetings of the Board, the annual general and extraordinary meetings of the Society, will be the official representative of the Society with Cycling Canada, and will perform such other duties as may from time to time be established by the Board. The Chair along with the Board is responsible to oversee the Executive Director.~~

Section 4.02 Specific Director Duties

- ~~Section 4.03(a) the Directors will determine who, from a group comprised of the Directors, will assume the following specific duties: –~~

~~(a)(i) The Directors will determine who, from a group comprised of the Directors who, will be the Chair. The Chair; will preside at meetings of the Board, the annual general and extraordinary meetings of the Society, will, in addition to the Executive Director, be the official representative of the Society with Cycling Canada, and will perform such other duties as may from time to time be established by the Board. The Chair along with the Board is responsible to oversee the Executive Director. In addition to the Chair, the Directors will determine who, from a group comprised of the Directors, will assume the following specific duties:~~

~~(ii)(ii) The Vice Chair will, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and will perform such other duties as may from time to time be established by the Board.~~

~~(iii)(iii) The Secretary will be responsible for the documentation of all amendments to the Society's Bylaws, will ensure that all official documents and records of the Society are properly kept, cause to be recorded the minutes of all meetings, will cause to be prepared and submitted to each meeting of the Board or Members, as applicable, and other meetings a report of all activities since the previous meeting of the Board or Members, as applicable or other meetings, and will perform such other duties as may from time to time be established by the Board.~~

~~(iii)(iv) The Treasurer will, subject to the powers and duties of the Board, cause to be maintained proper accounting records as required by the Act, 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 oversee the preparation by the Executive Director of annual budgets and periodic reports to the Board and will perform such other duties as may from time to time be established by the Board. The Treasurer will chair the Financial Oversight and Audit Committee.~~

Section 4.04 ~~Section 4.03~~ Election of Directors

(a) Eligibility – To be eligible for election as a Director, an individual must:

(i) be eighteen (18) years of age or older;

(ii) be a Member of the Society;

(iii) have the power under law to contract;

(iv) have not been declared incapable by a court in Canada or in another country;

(v) not be an undischarged bankrupt; and

(vi) not been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud.

(b) Call for Nominations – Not less than three (3) months before the Annual General Meeting, the Nominating Committee will issue a 'Call for Nominations' using any means of communication. The ~~'Call for~~ ~~or~~ ~~for~~ Nominations' will state the method which the nominations are to be made, the requirements for the position, and the deadline for submission which will be no earlier than forty-five (45) days after the date of the ~~"Call for~~ ~~or~~ ~~for~~ Nominations". No nominations will be accepted on a date that is thirty (30) days before the meeting ~~or~~ ~~(as determined by the Board)~~.

(c) ~~Nomination~~ Any nomination of an individual for election as a Director will:

(i) include the written consent of the nominee by signed or electronic signature;

(ii) be in the form required by the Society; and

(iii) *be submitted to the registered office of the Society thirty (30) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.*

~~Section 4.05~~ Section 4.04 Terms of Office

- (a) Elected Directors run for office and are elected for a ~~two~~three-(3) year term. Each year, three directors or as many as are necessary to fill existing vacancies will be elected. For elections held in even years, four (4) Directors or as many as necessary to fill existing vacancies will be elected, and for elections in odd years, five (5) Directors or as many as necessary to fill existing vacancies will be elected.

~~Section 4.06~~ Section 4.05 Elections

- (a) Elections will be decided by majority vote of the Members in accordance with the following:
- (i) *One Valid Nomination – Winner declared by acclamation.*
 - (ii) *(Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.*

~~Section 4.07~~ Section 4.06 Terms

- (a) Directors will serve terms of three (3) ~~two (2)~~ years, to a maximum of three ~~two (2)~~ consecutive terms, and will hold office from September 15 in the year they are elected until September 15 in the year their successors have been duly elected in accordance with these bylaws, until their successors have been duly elected in accordance with these By laws, unless they resign, are removed from office by special resolution or vacate their office. A director who has completed two (2) consecutive terms may run for office after a one (1) year break from serving on the board.

~~Section 4.08~~ Section 4.07 Resignation and Removal of Directors

- (a) Resignation - A Director may resign from the Board at any time by presenting his or her 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.
- (b) Vacate Office - The office of any Director will be vacated automatically if:
- (i) *the Director resigns;*
 - (ii) *at the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;*
 - (iii) *the Director becomes no longer eligible to be a Director of the Society as required by Section 4.4;*
 - (iv) *the Director dies.*
- (c) Removal – A Director may be removed by Special Resolution of the Members at an Annual General Meeting or Extraordinary General Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

~~Section 4.09~~ Section 4.08 Vacancy on the Board

- (a) Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors as defined in ~~4.09 (f)20~~, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual General Meeting. The total number of Directors so appointed may not exceed one-third of the total number of Directors. ~~-elected at the previous Annual General Meeting [EW3].~~
- (b) No Invalidity – No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

~~Section 4.10~~ Section 4.09 Meetings of the Board

- (a) Call of Meeting – A meeting of the Board will be held at any time and place as determined by the Chair, or by written requisition of at least two (2) Directors.
- (b) Chair – The Chair will be the chair of all Board meetings unless designated by the Chair. In the absence of the Chair, or if the meeting of the Board was not called by the Chair, an interim chair for the meeting will be selected by the attending Directors.
- (c) Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) 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 member, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.
- (d) 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).
- (e) Number of Meetings – The Board will hold at least four (4) meetings per year.
- (f) Quorum – At any meeting of the Board, quorum will be a majority of Directors. In the event that there are unfilled vacancies on the board, a minimum of four (4) Board members will constitute quorum.
- (g) Participation/Holding by Electronic Means – Directors may participate in ~~the meetings~~ by any telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. The Society shall use reasonable commercial efforts to make such means available. A Director so participating in a meeting is deemed to be present at the meeting. ~~The Directors 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.~~
- (h) Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Ordinary Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the Chair of the meeting shall vote a second time to decide the issue.
- (i) No Alternate Directors - No person shall act for an absent Director at a meeting of directors.
- (j) 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.
- (k) In-Camera Meetings – The Board may, by Ordinary Resolution, consider business in-camera if the business deals with:

(i) discipline of any Director, Officer, or Member;

- (ii) *expulsion or suspension of any person from any office of the Society, or of any organization from membership in the Society;*
 - (iii) *recruitment and employment of personnel;*
 - (iv) *acquisition of property or other contractual arrangements; or*
 - (v) *preparation or planning for the presentation of a competitive bid, quote, or similar activity.*
- (l) Closed Meetings – Meetings of the Board will be closed to Members, and the public, except by invitation of the Board. The Executive Director of the Society will have a standing invitation to meetings of the Board but will be asked to leave the meeting when business is being conducted in-camera or when matters involving the Executive Director are being discussed.

~~Section 4.11~~ Section 4.10 Duties of Directors

- (a) Standard of Care – Every Director will:
- (i) *act honestly and in good faith with a view to the best interests of the Society; and*
 - (ii) *exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.*

~~Section 4.12~~ Section 4.11 Powers of the Board

- (a) Powers of the Society – Subject to the Act and these Bylaws, the Board shall oversee and supervise the management of Cycling BC’s activities and internal affairs.
- (b) Oversee the development of policies and procedures.
- ~~(a) 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.~~
- ~~(b) Empowered – The Board is empowered, including but not limited to:~~
- ~~(i) make policies and procedures or manage the affairs of the Society in accordance with the Act and these By laws;~~
 - ~~(ii) make policies and procedures relating to the discipline of Members, and have the authority to discipline Members, in accordance with such policies and procedures;~~
 - ~~(iii) make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;~~
 - ~~(iv) employ or engage under contract such persons as it deems necessary to carry out the work of the Society;~~
 - ~~(v) determine registration procedures, recommend membership dues, and determine other registration requirements;~~
 - ~~(vi) enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;~~
 - ~~(vii) make expenditures for the purpose of furthering the objects and purposes of the Society;~~
 - ~~(viii) borrow money upon the credit of the Society as it deems necessary in accordance with these By laws; and perform any other duties from time to time as may be in the best interests of the Society.~~

(c) Limits – The Society employs a model of governance that separates governance and management functions. The Board delegates to the Executive Director the responsibility to manage the day -to-day operations of the Society in accordance with Cycling BC policies and direction, and subject to any limits established by the Board.

~~(c)~~(d) Investments – The Board may purchase, lease or otherwise acquire, alienate sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Society for such consideration and upon such terms and conditions as it may deem advisable.

~~(d)~~(e) Trusts – The Board may enter into a trust agreement or agreements with a trust company or other trustees as it may deem fit for the purpose of creating a trust fund or funds of which the capital and income may be made available for the furtherance of all or any of the purposes and objects of the Society in accordance with such terms and conditions as it may prescribe.

~~(e)~~(f) Patrons – The Board may appoint such persons as it sees fit as patrons of the Society as to solicit from such persons such support of or assistance to the Society as the Board may determine.

OFFICERS

Section 5.01 Composition

~~(a)~~1) The Board Officers will be comprised of the Chair, Vice Chair, Secretary and Treasurer. Executive Director and other Officers appointed by the Board from time to time. The Officers will be appointed by the Board in accordance to the Governance Policy on Board Officers.-

Section 5.02 Executive Director

(a) The Executive Director is the chief executive officer of the Society and will be responsible for the management and supervision of the day-to-day operations of the Society.

Section 5.03 Delegation of Duties

(a) At the discretion of the Officers 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. Such delegation will be subject to the same limits as are placed on the delegating Officer.

Section 5.04 Removal

~~(a) An Officer may be removed by Special 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 Special Resolution is put to a vote. If the Officer is removed by the Members and if he or she is also a Director, his or her position as a Director will automatically and simultaneously be terminated.~~

COMMITTEES

Section 6.01 Appointment of Committees

(a) -The Board may appoint such committees as it deems necessary for managing the affairs of the Society, may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees and may, in accordance with the Act and the By-laws, delegate to any Committee any of its powers, duties, and functions.

(b) The Executive Director may from time to time form working committees to further the initiatives in the Strategic Plan, approved Business Plan, and Budget. Terms of reference will be provided to the Board.

(c) Any committee related to initiatives outside the approved strategic or business plan requires Board Approval.

Section 6.02 Standing and Special Committees

(a) The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed and shall have no powers except those specifically conferred by a resolution of the Board. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall be automatically dissolved.

Section 6.03 Standing Committees

(a) The Standing Committees of the Society are:

(i) Financial Oversight & Audit

(ii) Nominations

~~(ii)~~ (iii) HR/Governance

Section 6.04 Removal

(a) The Board may remove any member of any Committee for reasons deemed necessary by the Board at their discretion.

Section 6.05 Debts

(a) No Committee will have the authority to incur debts in the name of the Society.

FINANCE AND MANAGEMENT

Section 7.01 Fiscal Year

(a) Unless otherwise determined by the Board, the fiscal year of the Society will be ~~from~~ January ~~1st~~ 1st ~~until to~~ December 31st.

Section 7.02 Bank

(a) The banking business of the Society will be conducted at such financial institution as the Board may determine.

Section 7.03 Auditors

(a) At each Annual General Meeting the Members will 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 General Meeting. The auditor may be removed by an ordinary resolution of the Members.

~~(a)~~ (b) The auditor will not be an employee, Officer, or Director of the Society and must be permitted to conduct an audit or review engagement of the Society under the Act. Subject to the Act, the Members, or the Board if authorized to do so by the Members, shall fix the remuneration of the auditors.

Section 7.04 Annual Financial Statements

- (a) The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society ~~for the -of the last previous~~ fiscal year ~~-of the Society but not more than six (6) months before the Annual General Meeting and present the approved financial statements before the Members at every Annual General 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 General Meeting. The Financial Statements will include:
- (i) *the financial statements;*
 - (ii) *the auditor's report; and*
 - (iii) *any further information respecting the financial position of the Society.*

(b) On request, a copy of the audited financial statements will be provided to any Member.

Section 7.05 Audit Requirements

- (a) The financial statements of the Society will be presented annually to the member sat the Annual General Meeting in accordance with the Act.

Section 7.06 Books and Records

- (a) The necessary books and records of the Society required by these By-laws 15 or by applicable law will be necessarily and properly kept.

Section 7.07 Signing Authority

- (a) Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Society will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

(a)(b) Employment contracts and contracts for services may be executed by the Executive Director provided that the Board has approved the annual HR Budget. Employment contracts and contracts for services over and above the approved budget and human resources plan must be approved by the Board.

Section 7.08 Property

- (a) 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.

Section 7.09 Borrowing

- (a) The Board may from time to time:
- (i) *borrow money on the credit of the Society;*
 - (ii) *issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Society;*

- (iii) *give a guarantee on behalf of the Society to secure performance of an obligation of any person; and*
- (iv) *charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Society.*

Section 7.10 Borrowing Restriction

- (a) The Members may, by Special Resolution, restrict the borrowing powers Board but a restriction so imposed expires at the next Annual General Meeting.

Section 7.11 Remuneration

- (a) All Directors and members of Committees will serve their term of office without remuneration (~~unless approved by at a meeting of Members~~) except for reimbursement of expenses as approved by the Board or Executive Director. 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.

Section 7.12 Conflict of Interest

- (a) All Board members will be provided with a copy of the Conflict of Interest Policy. 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.

AMENDMENT OF BY-LAWS

Section 8.01 Amendment

- (a) These By-laws may only be amended, revised, repealed or added to by:
 - (i) *Ordinary Resolution of the Board. By-laws amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution; or*
 - (ii) *in the absence of an Ordinary Resolution of the Board, by a Special Resolution of the Members.*

Section 8.02 Effective Date

- (a) By-law amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

NOTICE

Section 9.01 Written Notice

- (a) In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

Section 9.02 Date of Notice

- (a) 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.

Section 9.03 Error in Notice

- (a) 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, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

DISSOLUTION

Section 10.01 Dissolution

- (a) The Society may be dissolved in accordance with the Act.

Section 10.02 Assets

- (a) Upon the dissolution of the Society, any funds or assets remaining after paying all debts will be distributed to clubs or organizations supporting or promoting the purposes of the Society.

INDEMNIFICATION

Section 11.01 Will Indemnify

- (a) 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.

Section 11.02 Will Not Indemnify

- (a) 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 him or her under the Act. For further clarity, the Society will not indemnify an individual unless:
 - (i) *the individual acted honestly and in good faith with a view to the best interests of the Society; and*
 - (ii) *if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.*

Section 11.03 Insurance—

- (a) The Society will, at all times, maintain in force ~~such~~ Directors and Officers liability insurance.

ADOPTION OF THESE BY-LAWS

Section 12.01 Ratification

- (a) These By-laws were ratified by a Special Resolution vote of the Members of the Society at a meeting of Members duly called and held on ~~March 20, 2017~~ June 19, 2019.

~~Section 12.02~~Section 13.01 Repeal of Prior By-laws

- (a) 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.