

NORTH SHORE WINTER CLUB

CONSTITUTION AND BY-LAWS

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“SOCIETIES ACT”

CONSTITUTION

1. The name of the Society is “*NORTH SHORE WINTER CLUB*”
2. The objects of the Society are to promote, organize, conduct and manage a club which owns, leases or otherwise provides facilities for such sport and recreational activities as may be deemed desirable for the interests of the membership. In furtherance thereof, the NSWC shall at all times strive for operational excellence in meeting its foundational objective and in doing so shall subsist:
 - (i) to encourage, among the membership, training and participation in sport;
 - (ii) to promote and encourage sport and recreational events, and to operate as a social club, for the benefit of the membership; and
 - (iii) to carry on any business incidental to the foregoing purposes.
3. The objects of the Society are to be chiefly carried on in Metropolitan Vancouver, in the Province of British Columbia.
4. 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.

BY-LAWS

ARTICLE 1

DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these by-laws,

- (a) **“Act”** means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
- (b) **“Board”** means the Board of Directors of the Society;
- (c) **“Couple Member”** means two (2) cohabitating people, 19 years of age or older;
- (d) **“Director”** means any person who is, or who subsequently becomes, a director pursuant to the by-laws and has not ceased to be a director;
- (e) **“Executive”** means the President, Vice President, Treasurer, Secretary, Past President and such other officers as the Board appoints as set out in Article 8 of these by-laws;
- (f) **“Family Member”** means two (2) cohabitating people, 19 years of age or older, or one (1) single parent and their children;
- (g) **“Full Member”** means a person who is a Single Member, Couple Member, or Family Member, who pursuant to their membership is entitled to vote;
- (h) **“Mail”** means to distribute by post or email;
- (i) **“Member”** means a person admitted to any of the classes of membership of the Society, as set out in Article 2 of these by-laws and who has not ceased to be a member;
- (j) **“Other Member”** means such other classes of membership as may be determined by resolution of the Board;
- (k) **“Single Member”** means an individual of minimum 19 years of age;
- (l) **“Vote by Mail”** means a vote carried out by post, email or internet poll in accordance with Article 5 of these by-laws;

(m) **“Voting Member”** means a Member who has the right to vote at any meeting of the members of the Society, which includes Single Members, Couple Members, Family Members and Corporate Members; and

(n) **“Society”** means the “North Shore Winter Club”.

1.2 Application of Definitions

The definitions in the Act on the date these by-laws become effective apply to these by-laws, unless otherwise defined herein.

1.3 Ruling on By-Laws

Except as otherwise provided in the Act, the Board will have authority to interpret as they see fit any provision of the by-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives of the Society.

1.4 Interpretation

In the by-laws words in the singular include the plural and vice versa. Words referring to a person of a particular gender include individuals of any gender and corporations. Words importing an organization name, title, or program will include any successor name, title, or program.

ARTICLE 2

MEMBERSHIP

2.1 Classes of Membership

There shall be the following classes of Members: Single Members, Couple Members, Family Members, Corporate Members, Social Members, Sustaining Members, Special Members and Other Members.

2.2 Rights and Restrictions of Classes of Membership

The following rights and obligations shall be attached to the classes of membership:

- (a) Single Members, Couple Members, and Family Members shall
 - (i) each be entitled to one (1) vote at all meetings of the members of the Society;
 - (ii) each be entitled to one (1) vote in any Vote by Mail; and
 - (iii) each be entitled to participate in any distribution of property of the Society upon the winding up and dissolution of the Society. For the purpose of clarity, entitlement to

participate in any distribution of property is shared by each Full Member comprising each Couple Member or Family Member.

(b) Corporate Members shall

- (i) each be a corporation, partnership, society, chartered bank, or such other entity as the Board may authorize;
- (ii) each designate at least one (1) and no more than three (3) individuals to be its authorized representative or representatives by providing written notice to the Board of the same, provided such representative or representatives are approved by the Board, and which representative or representatives shall be entitled to the same rights (except for voting rights), and subject to the same restrictions and obligations as a Single Member;
- (iii) each have the right to substitute, or add, an individual or individuals as its authorized representative or representatives by providing written notice to the Board of the same, provided such representative or representatives are approved by the Board;
- (iv) each be entitled to one (1) vote at all meetings of the Members, irrespective of the number of representatives designated by such Member;
- (v) each be entitled to one (1) vote in any Vote by Mail, irrespective of the number of representatives designated by such Member;
- (vi) each be entitled to participate in any distribution of property of the Society upon the winding up and dissolution of the Society; and
- (vii) not be entitled to have any of its representatives represent the Member on the Board.

(c) Social Members, Social Couple Members, Sustaining Members, Special Members, and Other Members shall

- (i) each be entitled to receive notice of and attend, but not vote at, any general meetings of the Society;
- (ii) not be entitled to participate in any Vote by Mail conducted by the Society; and
- (iii) not be entitled to participate in any distribution of property of the Society upon the winding up and dissolution of the Society.

2.3 Payment of Dues and Entitlement to Access and Participation

Each Member shall:

- (a) pay membership dues and assessments in accordance with the Society's policies, as established by the Board from time to time; and
- (b) be entitled to such access to and participation in the facilities and activities managed and organized by the Society in accordance with the Society's policies, as established by the Board from time to time.

2.4 Gaining Membership

Subject to these by-laws, any person may become a Member upon meeting such requirements as may be imposed by the Board from time to time, which requirements shall include approval by the Board and payment of the appropriate initiation fee. Each application for membership shall be accompanied by the fee or portion thereof required by the Board.

2.5 Entrance Fees and Membership Dues

The Board may from time to time fix the amount of entrance fees and membership dues.

2.6 Good Standing

All Members are in good standing except a Member who has failed to keep current any fees, or any other subscription or debt due and owing by the Member to the Society, and the Member is not in good standing so long as the fees or debt remain unpaid.

ARTICLE 3

SUSPENSION OR TERMINATION OF MEMBERSHIP

3.1 Methods of Termination of Membership

A person ceases to be a Member:

- (a) by delivering his or her resignation in accordance with Article 3.2;
- (b) on his or her death or, in the case of a Corporate Member, on its dissolution;
- (c) on being expelled in accordance with Article 3.4; or
- (d) on having been a Member not in good standing for six (6) consecutive months without the express permission of the Board.

3.2 Resignation of Membership

Resignation of a Member must be delivered by Mail to the general manager, if one has been appointed, or by sending by Mailing or delivering it to the address of the Society, giving a minimum of thirty (30) days' notice from the first day of the month. The member is responsible for the delivery of the notice.

3.3 Sanction and Suspension of Members

3.3.1 The Board shall have the power to sanction or suspend any Member whose conduct shall have been determined by the Board to have been improper, unbecoming, or likely to endanger the interest or reputation of the Society, or who commits a breach of the Constitution, the by-laws or the policies of the Society. No Member shall be sanctioned or suspended without first having been given written notice of the proposed sanctions or suspension, including reasons, and a reasonable opportunity to be heard by the Board or a committee delegated its authority.

3.3.2 If the Board or a committee delegated its authority determines to sanction or suspend a Member, the Board may impose any or all of the following penalties:

- (a) require the payment of a fine to the Society; or
- (b) suspend any or all rights or privileges the Member is entitled to by virtue of their membership in the Society, including any or all rights to access to and participate in the facilities and activities managed and organized by the Society,
 - (i) pending payment of a fine;
 - (ii) for a fixed period of time; or
 - (iii) pending further review by the Board.

3.3.3 Notwithstanding any penalty imposed by the Board in accordance with this provision, any Member who is suspended or sanctioned is obligated to adhere to the Constitution, the by-laws and the policies of the society during the term of such penalties, including without limitation continuing to pay the dues and assessments associated with membership in the Society.

3.4 Expulsion of Members

3.4.1 The Board shall have the power, by a vote of three-fourths (3/4) of those present, to expel any Member whose conduct shall have been determined by the Board to have been improper, unbecoming, or likely to endanger the interest or reputation of the Society, or who commits a breach of the Constitution, the by-laws or the policies of the Society. No Member shall be expelled without first having been given written notice of the proposed expulsion, including reasons, and a reasonable opportunity to be heard by the Board at a meeting called for the

purpose of discussing the Member's possible expulsion, and Members so expelled shall forfeit all rights, claims and interests arising from or associated with membership in the Society.

- 3.4.2 A Member so expelled may apply for re-admission into the Society, and if three-fourths (3/4) of the Members at an annual or other general meeting are in favour of his re-admission, he shall be re-admitted as a Member, subject to any terms and conditions as may be deemed appropriate with regard to the interests or reputation of the society, by a vote of three-fourths (3/4) of the Board. If at least three-fourths (3/4) of the Board are unable to reach a consensus as to appropriate terms and conditions to attach to re-admission, no terms or conditions shall be imposed upon the Member's re-admission.

3.5 Forfeiture of Membership Rights

- 3.5.1 Any person who ceases to be a Member for any reason set out in these by-laws shall forfeit all rights, claims and interests arising from or associated with membership in the Society, subject only to rights and restrictions as set out in the member's application for membership.
- 3.5.2 Notwithstanding the foregoing, any person who ceases to be a Member by virtue of Article 3.1(d) may be reinstated to membership only at the pleasure of the Board, which is entitled to require payment to the Society of all arrears of membership dues and assessments levied, with interest where appropriate, as a condition of reinstatement.

ARTICLE 4

MEETINGS OF MEMBERS

4.1 Annual General Meetings

Subject to the requirements of the Act, the annual general meeting of the Society shall be held each year at a place within the Province of British Columbia selected by the Board, on a date to be fixed by the Board.

4.2 Extraordinary General Meetings

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

4.3 Timing of Extraordinary General Meetings

The Board shall convene an extraordinary general meeting of the Society:

- (a) from time to time, whenever they think it fit; or

- (b) following the requisition in writing by not less than ten percent (10%) of the Voting Members, and in case of such requisition the following provisions shall have effect:
 - (i) the requisition may consist of several documents in similar form each signed by one or more requisitionists;
 - (ii) the requisition must state the purpose of the meeting, must be signed by the requisitionists, and must be delivered or sent by registered mail to the address of the Society; and
 - (iii) if the Board does not convene a meeting within twenty-one (21) days of the requisition being delivered, the requisitionists may themselves convene the meeting but any meeting so convened shall not be held after four (4) months from the date of the delivery of the requisition.

4.4 Notice of Meetings

- 4.4.1 The Society's auditor and each Member shall be given at least fourteen (14) and no more than sixty (60) days' written notice specifying the place and hour of any general meeting of the Society and the general nature of business to be conducted.
- 4.4.2 Written notice shall be given either personally or by Mailing it to them at their address as found in the register of Members.
- 4.4.3 The period of notice may be waived or reduced for a particular meeting by unanimous consent in writing given by all Members.

4.5 Service of Notice by Post

When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on the day following the date of posting.

4.6 Effect of Error or Omission in Giving Notice

No meeting nor the proceedings thereof, nor the proceedings at any adjourned meeting shall be invalidated for the sole reason that an error or omission was made in giving notice of meeting, or for the sole reason of non-receipt of a notice of a meeting by any of the Members entitled thereto, and any Member may at any time waive that Member's entitlement to notice in accordance with the Act.

4.7 Quorum

The quorum for the transaction of business at meetings of the Members shall consist of twenty (20) Voting Members then in good standing.

4.8 No Business if Lack of Quorum

No business shall be transacted at any meeting unless a quorum of Voting Members then in good standing is present.

4.9 Dissolution for Lack of Quorum

If within one hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place (unless such day is a statutory holiday, in which case the adjourned meeting shall be held on the first business day following the statutory holiday). If at such adjourned meeting a quorum is not present, the Members then present shall be deemed a quorum. No notice shall be required of any such adjournment.

4.10 Chair

The President, or failing him or her, the Vice President (as described in Article 8), shall preside as chair at every meeting. If there is no such officer present, a majority of the Directors present shall choose a Director to be chair. If such a Director is unavailable, the Members present must choose one of their number to be the chair by way of an ordinary resolution.

4.11 Adjournment by Chair

The chair of the meeting may, with consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

4.12 Voting by Proxy

Any Voting Member may vote in person or by proxy. Any other Member in good standing, including the spouse or partner of the designated Voting Member of a Couple Member or Family Member, may act as the proxy for such Member, but no person shall be permitted to vote as a proxy for more than three (3) absent Members. Furthermore, no Member shall have more than one proxy present at any meeting.

4.13 Assignment of Proxy

A proxy shall be recorded in writing in a form determined by the Vice President, and the completed form shall be presented to them at or before the meeting at which it is to be exercised. A permanent proxy or proxy entitling a person or Member to vote at other than one meeting (and any adjournment thereof) shall be void.

4.14 Persons not Entitled to Vote or Attend

A Member not in good standing shall not have the right to vote at or attend a meeting of the Society, or to appoint a proxy to vote or attend on their behalf.

4.15 Method of Voting

At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded by at least five (5) Voting Members then in good standing and unless a poll is so demanded, a declaration by the chair of the meeting that a resolution has, on a show of hands, been carried unanimously, carried by a particular majority or lost, and an entry to that effect in the book of the proceedings of the Society, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

4.16 Vote by Poll

If a poll is demanded it shall be taken in such manner as the chair of the meeting directs, including a Vote by Mail, and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded.

4.17 No Second or Casting Vote for the Chair

In case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.

ARTICLE 5

VOTE BY MAIL

5.1 Power to Conduct a Vote by Mail

The Board may, whenever they think fit, conduct a Vote by Mail on any matter related to the Society other than any matter requiring the unanimous approval of all Voting Members.

5.2 Notice

Any Vote by Mail shall be preceded by not less than fourteen (14) days written notice to Members, delivered either personally, by post at their address as recorded in the records of the Society, or electronically to their email address as recorded in the register of Members .

5.3 Time Period for Electronic Vote

Any Vote by Mail shall be open for a period of not less than five (5) days. The Voting Members shall be informed of the period of time the vote shall remain open, and such period of time shall not be subject to modification except as provided in Article 5.6.2.

5.4 Majority

5.4.1 For the purpose of any vote, a simple majority of those who participate in the vote shall decide the question put to a vote, unless a higher threshold is required by the Act or by-laws.

5.4.2 If no less than seventy-five percent (75%) of the Voting Members appeal the result in writing within one (1) month of the publication of the result, the outcome of the vote shall be null and void.

5.5 Event of an Equality of Votes

In the event of an equality of votes, the Board shall reopen the vote for a period of fourteen (14) days to Voting Members who have not yet participated in the vote. If an equality of votes exists at the conclusion of that fourteen (14) day period, the outcome of the vote shall be considered null.

5.6 Validity of a Vote

5.6.1 A Vote by Mail shall be declared valid only if at least twenty-five percent (25%) of all Voting Members respond.

5.6.2 In the event of a Vote by Mail in which twenty-five percent (25%) of all Voting Members do not respond, the Board may in their discretion reopen the vote for a period of fourteen (14) days, or such period of time as the Board sees fit, to Voting Members who have not yet participated in the vote. If at least twenty-five percent (25%) of all Voting Members have not responded in that time, the outcome of the vote shall be considered null.

ARTICLE 6

BOARD OF DIRECTORS

6.1 Composition of the Board

The affairs of the Society shall be managed by a Board of Directors composed of at least five (5) and not more than nine (9) in number. To be eligible to serve as Director, a Member must maintain a valid membership as a Full Member at the time of their election and throughout their term of office. Each Director shall be elected to hold office until a qualified successor is duly elected or appointed. A Director elected or appointed at an annual general meeting under Article 6.6 shall hold office only until the

conclusion of the third following annual general meeting but is eligible for re-appointment or re-election at such meeting subject to Article 6.2.

6.2 Term Limit

Under no circumstances shall a Director hold office for more than three (3) consecutive terms.

6.3 Removal of Directors

A Director may be removed from office by a special resolution of the Society. No explanation or reason for such removal need be given.

6.4 Powers of the Board

The Board shall have and exercise all the powers of the Society not requiring the approval of the Members under the Act.

6.5 Vacancy on the Board

Vacancies on the Board, however caused, may be filled by an election or appointment from among the Members by way of an ordinary resolution of Members. Furthermore, the Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy on the Board, provided that no less than two-thirds (2/3) of a quorum of Directors agrees on a candidate for the vacancy. A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting to serve the balance of the term of the Director replaced. Otherwise such vacancies shall be filled at the next annual general meeting of the Members at which the Directors for the ensuing year are elected. The candidate(s) receiving the largest number of votes shall fill the longest term(s).

6.6 Election of Directors

Directors shall be elected to the Board pursuant to the following rules:

- (a) at least forty-five (45) days prior to the annual general meeting, the Nominating Committee (as described in Article 20) shall Mail a notice seeking nominations for Director;
- (b) the Nominating Committee shall nominate, in writing, an eligible Member to fill each office of Director which is or will fall vacant at the end of the current year. The Nominating Committee shall deliver both the nominations, and the written consent of each nominee to act if elected, to the Board at least eighteen (18) days prior to the annual general meeting;
- (c) other Members may be nominated for Director, if eligible, by five (5) Voting Members. Such nominations must be made in writing by the individuals nominating, and must be attached to

the written consent of each nominee to act if elected. Such nominations and consents shall be delivered to the Board at least eighteen (18) days prior to the annual general meeting;

- (d) at least fourteen (14) days prior to the annual general meeting, the Board shall Mail or post the names of all persons nominated in a place on the Society premises determined by the Board;
- (e) if the number of Members nominated for Director equal the number of offices available to be filled, the persons so nominated shall be deemed elected as Directors by acclamation at the next annual general meeting; and
- (f) if the number of Members nominated for Director is greater than the number of positions to be filled, the Board shall, in respect of each nomination where such excess exists, Mail a list of all nominees for Director to be filled to each Voting Member together with the notice of the annual general meeting.

6.7 Indemnification of Directors

Every Director of the Society shall be deemed to have assumed office on the express understanding, agreement, and condition that every Director of the Society and his heirs, executors, and administrators and estates and effects respectively shall, subject to the provisions of the Act, at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or the other Directors in or about the execution of the duties of their office, and also from and against all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof.

6.8 Retroactivity of Rules

A rule, made by the Society in a general meeting, does not invalidate a prior act of the Board that would have been valid if that rule had not been made.

6.9 Remuneration

Subject to Article 18, no Director shall be remunerated for acting as a Director.

ARTICLE 7 **MEETINGS OF THE BOARD**

7.1 Convening of Meetings

Board meetings shall be held at such time and at such place as the Directors may from time to time determine. A meeting of the Board may be convened by the President or any two (2) Directors at any

time upon giving to each Director and the general manager not less than two (2) days' notice before the meeting is to take place. A majority of the Board shall form a quorum for the transaction of business.

7.2 Attendance at Meetings of the Board

Each of the Directors and the general manager shall be entitled to attend each meeting of the Board, provided that the Board may, by ordinary resolution, prohibit the general manager from participating in or being present at all or any part of any meeting of the Board.

7.3 Form of Communication

A meeting of the Board may be held, in person, by telephone call, or by such other communication means as agreed to by all Directors participating in that meeting.

7.4 Deemed Presence

Any Director participating in a meeting being held other than in person shall be deemed to be present at such meeting, which shall be deemed to be held at the location of the chair of the meeting.

7.5 Majority

Unless otherwise required by the Act or the by-laws of the Society, questions arising at any meeting of the Board shall be decided by a majority of votes. Each Director participating in a meeting, other than the chair, shall be entitled to one (1) vote on each question. The chair shall only be entitled to cast a vote in the case of a tie, in which case the chair shall have the deciding vote.

7.6 Voting by Electronic Vote

7.6.1 The Board may direct that a vote be conducted by electronic vote on any matter related to the Society if agreed to by 75% of the Board.

7.6.2 Any electronic vote shall be open for a period of two (2) days or such period of time as agreed to by all the Board.

7.7 Validity of Resolutions in Writing

A resolution in writing signed by all the Directors (personally) shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

7.8 Waiver of Notice or Irregularities

A Director may waive their entitlement to notice of any meeting or any irregularity in any meeting or notice thereof.

ARTICLE 8
THE EXECUTIVE

8.1 Composition of the Executive

The Executive of the Society shall be the President, Vice President, Treasurer and Secretary. The Board may further elect to the Executive, in their discretion, a Past President, provided he or she remains a Director, in the year following a new President commencing his or her initial term of office and such other officers as it sees fit.

8.2 Election of the Executive

8.2.1 The Executive shall be elected by the Board from among their number at the first meeting of the Board after each annual general meeting for the purpose of supervising the operations and finances of the Society, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

8.2.2 With the exception of President, the Board may elect one person to two or more offices

ARTICLE 9
DUTIES AND POWERS OF THE EXECUTIVE

9.1 The Executive

The Executive shall have whatever powers the Board from time to time may delegate to it.

9.2 The President

The President shall be the chair of the Board and, when present, preside as chair at all meetings of the Members, the Board, and the Executive. The President shall also be charged with the general supervision of the affairs of the Society. The President, with the Secretary, shall sign all resolutions and membership certificates.

9.3 The Vice President

During the absence or the inability of the President, his or her duties and powers may be exercised by the Vice President, or such other Director as the Board may from time to time elect for the purposes of exercising any such duty or power, and upon such exercise, the absence or inability of the President shall be presumed with reference thereto.

9.4 The Treasurer

The Treasurer will serve as the chair of the Finance and Audit Committee (as described in Article 20) and in such role supervise and oversee the financial affairs of the Society and make an annual report to the Board and the Members.

9.5 The Secretary

Subject to the directions given by the Board, the Secretary shall:

- (a) conduct or cause to be conducted all correspondence of the Society and see that such correspondence is properly preserved and filed until otherwise disposed of by the Board;
- (b) issue or cause to be issued all notices of meetings of Members, Directors and Committees;
- (c) attend meetings of the Society and Board upon the request of the Board and keep the minutes and records thereof;
- (d) keep or cause to be kept the books and records of the Society, which will contain:
 - (i) an accurate history of all resignations of Members or officers
 - (ii) all membership forfeitures, suspensions and expulsions;
 - (iii) accurate listings of all Members' names, home and business addresses and telephone numbers, as well as the date when each was admitted to membership;
- (e) file or caused to be filed the annual report of the Society and make or caused to be made any other filings with the registrar under the Act;
- (f) notify or cause to be notified in writing each applicant of admission to membership, and, upon admission, send to each new Member a membership card, copy of these by-laws, membership roster and rules of the Society as they may exist from time to time, in such form as may be authorized and approved by the Board;
- (g) be responsible for providing notices of general meetings and directors' meetings; and
- (h) perform all other duties consistent with the office of Secretary, as assigned by the Board.

9.6 The Past President

9.6.1 The Past President shall act as an advisor to the newly elected President during his or her first term of office and where necessary shall assist the President with his or her duties.

- 9.6.2 Unless the Past President is a current Director, the Past President shall be entitled to attend, but not vote at, any meeting of the Board.

ARTICLE 10
GENERAL MANAGER

10.1 General Manager

The Board shall retain a general manager of the Society who shall carry on the day to day business of the Society, including its banking business, subject to any limitations placed thereon by the Board.

10.2 General Manager's Report to the Board

The general manager of the Society shall, at the request of the Executive or the Board and within a reasonable time thereof, report to the Executive or the Board on operations of the Society.

10.3 Power to Sanction or Suspend Members

Unless otherwise specified by the Board, the general manager shall have the right and power to recommend the sanction or suspension of Members in accordance with the terms set out in Article 3.3.

10.4 Rights and Responsibilities

The Board shall, from time to time, set and approve the terms of reference governing the rights and responsibilities of the general manager of the Society.

ARTICLE 11
BORROWING POWERS

For the purpose of carrying out the objects of the Society, the Board may borrow, raise and secure the payment of money in such manner as they think fit, except through the issuance of debentures to Members.

ARTICLE 12
THE SEAL

12.1 Affixing the Seal

Subject to the Act, the Board may provide for a seal of the Society bearing the name of the Society, and if they do so, shall provide for the safe custody of the seal of the Society which shall not be affixed to any instrument except when authorized by a resolution of the Directors and affixed in the presence of:

- (a) any two (2) Directors;
- (b) such other officers as may be prescribed from time to time by resolution of the Board; and
- (c) any persons specified in the Directors' resolution.

12.2 Changing the Seal

The Board may, from time to time, change the seal of the Society by Board resolution.

ARTICLE 13
AUDIT OF ACCOUNTS

13.1 Appointment of Auditors

The Society shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting, and shall authorize the Board to fix his or her remuneration.

13.2 Vacancy in the Office of Auditor

The Board shall appoint an auditor or auditors to fill a vacancy in the office of auditor created by resignation, death or otherwise.

13.3 Removal of Auditors

The Society may, by ordinary resolution passed at a general meeting called for the purpose, remove an auditor before the expiration of the auditor's term of office, and must, by ordinary resolution at that meeting, appoint another auditor in the auditor's place for the remainder of the term. If the Society seeks to engage this Article, the following provisions apply:

- (a) Before calling a general meeting for the purpose referred to in Article 13.3, and not less than fourteen (14) days before the mailing of the notice of the meeting, the Society must give the auditor written notice of the intention to call the meeting, specifying the date on which the notice of the meeting is proposed to be Mailed, and a copy of all material proposed to be sent to Members in connection with the meeting.

- (b) An auditor may make to the Society, not less than seven (7) days before the mailing of the notice of the meeting, representations in writing respecting the proposed removal of the auditor, and the Society, at its expense, must forward with the notice of the meeting a copy of those representations to each Member entitled to receive the notice.

13.4 Financial Statements

Financial statements, together with all such other documents and reports as are thereby required, shall be placed before each annual general meeting of the Society.

ARTICLE 14 **MANNER OF ALTERING BY-LAWS**

The by-laws of the Society shall not be altered or added to except by special resolution of the Society.

ARTICLE 15 **BOOKS AND RECORDS**

The Board shall see that all necessary books and records of the Society required by the Act are properly and regularly kept.

ARTICLE 16 **INSPECTION OF BOOKS AND RECORDS**

16.1 Keeping of Books and Records

The books and records of the Society shall be kept at the address of the Society, or at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Board.

16.2 Inspection of Books and Records

16.2.1 The books and records of the Society shall be open to the inspection of Members in accordance with the Act upon written request to the Board and shall be produced by the Board to the Member within a reasonable time.

16.2.2 Notwithstanding Article 16.2.1, Members may not inspect:

- (a) the minutes of each meeting of Directors or copies of consent resolutions of Directors or the consents thereto, save and except any disclosure of a Director's interest in a contract or transaction of the Society or other conflict of interest, which may be inspected; or
- (b) the accounting records of the Society.

16.2.3 A person other than a Member or Director may not inspect the books and records of the Society.

16.3 Copies of Books and Records

16.3.1 A Member is entitled to receive a copy of any of the books and records of the Society which the Member is entitled to inspect on payment of \$0.25 per printed page or \$0.05 per emailed page.

16.3.2 Notwithstanding Article 16.3.1, a Member is entitled to receive, without charge, one copy of the current Constitution and by-laws of the Society and the Society's most recent financial statements.

16.3.3 If a Member requests a copy in accordance with this Article, the Society will produce the copy within 14 days after receipt of payment, if any.

ARTICLE 17

FINANCE

17.1 Sources of Funds

The Society shall derive its funds from the following sources:

- (a) Entrance fees;
- (b) Membership dues;
- (c) Fees associated with particular sports, activities or programs offered by the Society to the membership; and
- (d) Such further and other means as the Board may from time to time deem fit.

17.2 Investment of Funds

The Society may from time to time invest its funds as the Board may deem fit and shall not be limited in such investments to securities in which trustees are by law authorized to invest.

17.3 Use of Funds

The funds of the Society must be used and dealt with only for its purposes in accordance with the by-laws of the Society.

ARTICLE 18
EXPENDITURES

Approved expenses incurred by the Board in performance of their duties to the Society shall be reimbursed them by the Society.

ARTICLE 19
RULES OF ORDER

All matters of procedure not specifically provided for by these by-laws shall be governed by the Rules of Order as laid down by the text known as Roberts Rules of Order, as it may from time to time be amended.

ARTICLE 20
COMMITTEES

20.1 Creation of Committees

The Board may, in its discretion, create:

- (a) committees of the board ("**Committees of the Board**"), consisting of such Members and Directors as the Board thinks fit; and
 - (b) committees of the society ("**Committees of the Society**"), consisting of such Members in good standing as the Board thinks fit;
- (collectively, "**Committees**");

and may delegate any, but not all, of their powers to such Committees for the purpose of furthering the purposes of the Society.

20.2 Committee Chair and Vice Chair

Each committee shall have a chair and a vice chair who shall each be a member of the Committee and each be appointed by the Board on advice from the Committee and the general manager.

20.3 Addition or Removal of Members

- 20.3.1 Vacancies in Committees shall be filled by the chair of such committee, subject to approval of the Board.
- 20.3.2 Notwithstanding Article 20.4.1, the Board may add or remove any member from any Committee.

20.4 Conduct of Committees

20.4.1 A Committee, in the exercise of the powers so delegated, must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done. Notwithstanding the above, a Committee must also prepare an annual report detailing its proceedings, actions, and expenditures, and this annual report shall be placed before each annual general meeting of the Society.

20.4.2 The chair shall sit as chair of all meetings. If at any meeting the chair is not present within five (5) minutes after the time appointed for holding the same,

- (a) the vice chair shall sit as chair of that meeting; and
- (b) if the vice chair is also absent, the members of the Committee present may choose one (1) of their number to be chair of the meeting.

20.5 Committees of the Board

Notwithstanding Article 20.1 hereof, the Committees of the Board shall include the following:

- (a) the Membership Committee;
- (b) the Governance Committee;
- (c) the Nominating Committee;
- (d) the House Committee; and
- (e) the Finance and Audit Committee.

20.6 Committees of the Society

Notwithstanding Article 20.1 hereof, the Committees of the Society shall include the following:

- (a) the Minor Hockey Committee;
- (b) the Senior Men's Hockey Committee;
- (c) the Tennis Committee; and
- (d) the Aquatics Committee.

20.7 Duties and Responsibilities

- 20.7.1 The Membership Committee shall endeavour to obtain desirable prospective Members and new applications whenever memberships are available or in prospect, investigate the desirability and fitness of every applicant for membership and report its findings to the Board, and with the approval of the Board shall publicize the advantages of Society membership.
- 20.7.2 The Governance Committee shall advise the Board or a committee of all corporate governance issues which the Governance Committee determines ought to be considered by the Board or committee, and review the Society's by-laws and policies with reference to the purposes of the Society and recommend changes to the Board as appropriate.
- 20.7.3 The Nominating Committee shall solicit and review applications for candidates for election to Director according to those applicants' skills, experience and background and recommend to the Board nominees for election and re-election as Directors.
- 20.7.4 The House Committee is responsible for the enforcement of the rules of conduct for members of the Society and other users of the facilities, reviewing any breaches of the rules and recommending appropriate responses to the Board for any breaches.
- 20.7.5 The Audit and Finance Committee, of which the Treasurer shall be chair, shall advise on and oversee the financial affairs and policies of the Society, review the annual budget, monitor the Society's financial performance, review the activities and reports of the Society's independent auditors and recommend to the Board the acceptance of the Society's annual financial statements.
- 20.7.6 The Minor Hockey Committee, Senior Men's Hockey Committee, Tennis Committee, and Aquatics Committee shall each plan and recommend policies and programs for the operation and maintenance of the Society's facilities as relevant to their individual sport and shall recommend and ensure the enforcement of all rules pertaining thereto. They shall plan and supervise all tournaments and special events associated with their sport or activity.

20.8 Terms of Reference

The operation of Committees shall be governed by the terms of reference approved and adopted by the Board for each such Committee, provided that such terms of reference do not contradict the by-laws of the Society, in which case the by-laws of the Society shall prevail.

20.9 Subcommittees

Each Committee shall have the authority to create a subcommittee (a “**Subcommittee**”), composed of members of such Committee, provided:

- (a) any provision of the by-laws applying to Committees shall apply to Subcommittees; and
- (b) each Subcommittee shall be governed by the terms of reference applying to its head Committee, subject to any restrictions as may be imposed by such head Committee.

ARTICLE 21 **MEETINGS OF COMMITTEES**

21.1 Majority

Questions arising at any meeting of a Committee shall be determined by a majority of votes of the Voting Members present, and in case of an equality of votes the chair of the Committee shall have the second or casting vote.

21.2 Timing of Meetings

A Committee may meet and adjourn as its members think proper.

21.3 Quorum

The majority of the members of a Committee shall constitute a quorum.

ARTICLE 22 **DISSOLUTION OR LIQUIDATION**

Before the dissolution or on the liquidation of the Society, after all debts have been paid or provision for payment has been made, the assets remaining may be paid, transferred or delivered to the eligible Members as provided by the by-laws at such time and in the manner determined pursuant to an ordinary resolution of the Members or, if that is not feasible, by the Board. However, notwithstanding the foregoing, no part of the income of the Society shall be payable to or otherwise for the personal benefit of any Member.