

**PINNACLES FOOTBALL CLUB**

**ASSOCIATION CONSTITUTION AND**

**BY-LAWS**

# CONSTITUTION

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1. The name of the Society is **Pinnacles Football Club Association**.
2. The purposes of the Society are to:
  - a) To foster, develop, and provide programming of the game of soccer among all soccer players within the boundaries of the South Okanagan (Similkameen) (former Districts of Penticton and South Okanagan);
  - b) To encourage, through soccer, development of skills, regular healthy exercise, and fair play;
  - c) To support and maintain the principles of the Laws of the Game as established by FIFA, except as provided to accommodate regional differences in age or climatic conditions.
- 3: This Society is a non-member-funded society. It is exclusively organized for charitable purposes and on its liquidation or dissolution, assets shall be distributed for one or more exempt purposes. The society must be registered and operate within the BC Registry Societies act.
- 4: This Society must adhere and operate under its governing body, COYSA and abide by its bylaws and policies.

# BYLAWS

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## ARTICLE I

### GENERAL

#### 1.1 Purpose

These By-laws relate to the general conduct of the affairs of the Pinnacles Football Club Association.

#### 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 Society.
- d) *Society* – Pinnacles Football Club Association.
- e) *Days* – days including weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By – laws.
- g) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
- h) *Member Proposal* – A Member Proposal, submitted to the Society at least ninety (90) days before the anniversary date of the previous 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 a Member Proposal that was proposed at a meeting of the Members in the past two calendar years.
- i) *Officer* – individual elected/ appointed to serve as an Officer of the Society pursuant to these By-laws.
- j) *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.
- k) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution.
- l) Special Services Members

m) Lifetime Members

1.3 Registered Office

The registered office of the Society shall be located within the Province of British Columbia.

1.4 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.

1.5 Ruling on By-laws

Except as provided in the Act, the Board has the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided the interpretation is consistent with the objects of the Society.

1.6 Conduct of Meetings

Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to the BC Society Act and then following no relief Roberts Rules of Order (current edition)

1.7 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.

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## ARTICLE II

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### MEMBERSHIP

2.1 Categories - The Society has the following category of Members.

a) Voting Member – Any individual who is:

- i. A parent or guardian of a minor child who is registered as a participant with the Society;
- ii. Any registered player above the age of 19yrs.;

b) Lifetime Member - Any individual who has rendered service to the Society approved by Ordinary Resolution of the Board of Directors.

2.2 Registration

Each category of 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 19, 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 and 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;
- 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. Providing the Members has been given notice and given the opportunity to be heard at such meeting.

### 2.10 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 2.1 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.

#### 2.11 May Not Resign

A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.

#### 2.12 Arrears

A Member will 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.

#### 2.13 Discipline

Discipline shall be conducted interdependent from Board/Staff in alignment to BC Soccer Discipline, Complaints and Appeals policy.

### **Good Standing**

#### 2.14 Definition

A Member will be in good standing provided that the Member:

- a) Is not suspended or expelled from 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.

#### 2.15 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 serve as a Director or Officer of the Society;
- b) To be a member of a Committee of the Society;
- c) To attend, participate, and vote at meetings of the members;
- d) To participate in the Society's activities;
- e) To participate in other events associated with the Society.

#### 2.16 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

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### MEETINGS OF MEMBERS

#### 3.1 Annual General 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. The Annual General 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 the President, by Ordinary Resolution of the Board, or upon the written requisition of 10% 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 thirty (30) days from the date of the deposit of the requisition.

#### 3.3 Notice

Written or electronic notice of the date of the Annual Meeting of the Members will be the Method of Notice and 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. 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.

#### 3.4 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.

#### 3.5 Participation/ Holding by Electronic Means

The Society may from time to time allow any person entitled to attend a meeting of the Society may participate in the meeting by telephonic or electronic means which permits all participants to communicate adequately with each other during the meeting, if the Society makes the means available. A person participating in the meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that a meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. This may not apply to an AGM or SGM where physical presence by the Member is required. Voting may only be conducted in person and not by electronic means,

#### 3.6 New Business

notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) 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.

### 3.7 Waiver of Notice

At an AGM or SGM, if, within forty-five (45) minutes from the time appointed, a quorum is not present such meeting shall stand adjourned to be reconvened within thirty (30) calendar days at a time and place to be determined by the Board. If at such adjournment meeting a quorum is not present, the Voting Members present shall constitute a quorum. The Board shall provide a minimum of seven (7) days' written notice of such reconvened meeting.

### 3.8 Scrutineers

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

### 3.9 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.

### 3.10 Attendance

The only persons entitled to attend a meeting of the Members are the Members, the Directors, 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 board or with the majority consent of the Members present. Attendance to the meeting of the members is to be in-person except as outlined in 3.5 above. Proxies are not permitted.

### 3.11 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 by an Ordinary Resolution.

## **Voting at Meetings of Members**

### 3.12 Voting Rights

Members in good standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at all meetings of the Members:

- a) Voting members have one vote each;
- b) Lifetime Members may attend meetings of members but are not entitled to vote.

### 3.13 Methods of Voting

Voting is to be conducted in person at the Meeting as per 3.10.

### 3.14 Age of Majority

Voting Members who are younger than 19 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 19 years old may exercise one vote per child. Also, two parents/guardians of the same child who is registered with the Society and who is younger than 19 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. It 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 5:00 pm on the day preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

### 3.16 Determination of Votes

Votes will be determined by a show of hands and orally except in the case of elections that require a secret ballot which may be written.

### 3.17 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

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## GOVERNANCE

### Composition of the Board

#### 4.1 Directors

The Board will consist of between Five (5) and Eight (8) directors at large.

#### 4.2 Number of Directors

At least thirty (30) days prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Directors provided that:

- a) The number of Directors is at least Five (5) and no more than Eight (8).
- b) The determination of the number of Directors-at-Large on the Board does not have the effect of shortening the term of a sitting Director

### Eligibility of Directors

#### 4.3 Eligibility

To be eligible to serve as a Director, an individual must:

- a) Be an individual member in good standing;
- b) Be nineteen (19) years of age or older;
- c) Not convicted of criminal offenses described in Section 44 of the Act;
- d) Have not been declared incapable by a court in Canada or in another country;
- e) Not have the status of bankrupt;
- f) Not been removed from office within the previous two (2) calendar years;
- g) Have the power under law to contract.

### Election of Directors

#### 4.4 Nominations Committee

The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors and to review the eligibility, to be put forward as described within these By-Laws.

#### 4.5 Nomination

Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee (if appointed);
- c) Be submitted in accordance with the Method of nomination as set out in the Notice of Meeting prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

#### 4.6 Incumbents

Current Directors wishing to be re-elected are not subject to nomination but must notify the Board in writing of their interest in re-election in accordance with the Method of Nomination prior to the Annual Meeting.

#### 4.7 Nominations from the Floor

Individuals will be permitted to be nominated from the floor at an AGM of the Members if the number of submitted nominations is less than the positions to be filled. Such nominations will require a nominator, and a seconder from the Voting Membership present at the meeting. Nominations will require attendance at the meeting and verbal or written acceptance of the nomination by the nominated individual. Electronic or telephonic submissions will not be allowed.

#### 4.8 Circulation of Nominations

Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

#### 4.9 Election

The Members shall approve the number of directors contemplated in Sections 4.4, 4.5, 4.6, 4.7 prior to the election of Directors at any AGM or SGM;

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.

Elections for Directors 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 and an Ordinary Resolution will fill the available positions until all the available positions have been filled.
- c) In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.

#### 4.10 Terms

Directors may 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;

- a) The Directors' term of office shall be two (2) years, except that the Board may determine that up to five (5) of the Directors elected at the first AGM following the adoption of these bylaws be elected to serve for a term of one (1) year;
- b) Directors are eligible for re-election but shall serve no more than four (4) consecutive terms unless by board resolution. A Director that has served four (4) consecutive terms may not be re-elected or re-appointed to the Board until the second AGM following the expiration of their fourth consecutive term. The term limit shall become effective immediately prior to the AGM. Any director that has held office for more than four (4) consecutive terms upon the term limit becoming effective may continue to hold office until their present term expires;
- c) After serving a maximum of four (4) consecutive terms, a Sabbatical of Two (2) years will be required before a director may apply to the board of directors for the opportunity to be nominated at the next Annual General Meeting. Providing they are still a member in good standing;
- d) In the event of a board vacancy, that has 1 year remaining in the term, a Member may stand at an AGM to fill the vacancy for the 1 year term, subject to 4.17 below;
- e) Any person having obtained the age of majority and indicating a sincere interest to further the best interests of society may be nominated by the Board, or the Governance & Nominating Committee, as a candidate for election at the AGM.

#### 4.12 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**

#### 4.13 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.

#### 4.14 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;
- d) The Director dies.

#### 4.15 Removal

An elected Director may be removed by ordinary resolution of the board or by Special Resolution; of the Members at a Special General Meeting (SGM) 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 meeting.

### **Filling a Vacancy on the Board**

#### 4.16 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.

### **Meetings of the Board**

#### 4.17 Call of Meeting

A meeting of the Board will be held at any time and place as determined by the President or by written request of at least three (3) Directors.

#### 4.18 Chair

The President will be the Chair of all meeting of the Board, unless another individual is designated to be the Chair by the President or by majority decision of the Board.

The Vice President may assume the duties of the President. In the event the Vice President is absent, then the duties of the President shall be fulfilled by the Secretary/Treasurer or by any elected designated director by majority decision.

#### 4.19 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.

#### 4.20 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).

#### 4.21 Number of Meetings

The Board will hold at least five (5) meetings per year.

#### 4.22 Quorum

At any meeting of the Board, quorum will be at least half of the number of sitting Directors.

#### 4.23 Voting

Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless by secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

#### 4.24 No Alternate Directors

No Proxies, no person shall act for an absent Director at a meeting of the Board.

#### 4.25 Written Resolutions

A resolution in writing shall be signed by all the Directors' is as valid as if it were passed at a meeting of the Board.

#### 4.26 Attendance at Meetings

Meetings of the Board will be closed to Members and the public except by invitation of the Board.

#### 4.27 Meeting's 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**

#### 4.28 Standard of Care

Every Director

will:

- a) Act honestly and in good faith with a view to the best interests of the Society;
- b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances;
- c) Adhere to the guidelines as set forth in the Directors Package provided to all Director.

### **Powers of the Board**



#### 4.29 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.

#### 4.30 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 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;
- k) Perform any other duties from time to time as may be in the best interests of the Society.
- l) Elect a representative(s) to sit on the COYSA board in accordance with COYSA's bylaws and policies.

# ARTICLE V

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## OFFICERS

### 5.1 Composition

The Officers will be the President, Vice President(s), Secretary, and Treasurer.

### 5.2 Term

The term of the Officers will be one (1) year or until they or their successors are elected or appointed.

### 5.3 Election

The Officers of the Society will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect a President, Vice President(s), Secretary, and Treasurer. They shall take office immediately.

### 5.4 Voting

Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation;
- b) 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) 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, will be the official spokesperson of the Society, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board;
- b) In the absence or disability of the President, the board will designate a Vice President to 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;
- c) 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 of all activities 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;

- d) The Treasurer will, subject to the powers and duties of the Board, 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 prepare annual budgets, and will perform such other duties as may from time to time be established by the Board;

## 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 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. If the Officer is removed by the Members at a Special Meeting of the Members, their position as a Director will automatically and simultaneously be terminated.

## 5.7 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.

## 5.9 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.

## 6.0 Interpretations

Except as provided in the Act the Board will have the authority by ordinary resolution to interpret any provision of these bylaws that is contradictory, ambiguous or unclear, provided such interpretation is consistent with the objects of the society.

## ARTICLE VI

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### 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

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## FINANCE AND MANAGEMENT

### 7.1 Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the Society will be November 1st to October 31st.

### 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, 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 \$100,000 or more from the Society and the exact amount of the remuneration and (for contractors) the nature of the service performed;
- 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)(if any);
- 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;
- l) The in-camera minutes of meetings of the Directors;
- 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;
- b) Members have access to records described in 7.5a to 7.5j, though the Directors may restrict access to the record described in 7.5j 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 written request to the Society and paying a fee of \$20.00. 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 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, or sale of property in an amount exceeding one hundred thousand dollars (\$50,000) shall require the approval of an Ordinary Resolution by the Members.

#### 7.11 Other Expenditures

Any single expenditure over thirty thousand dollars (\$30,000) will be approved by Ordinary Resolution of the voting Members at a meeting of Members.

#### 7.12 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).

#### 7.13 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.

#### 7.14 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**

#### 7.15 No Remuneration

All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Board or 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.

## 7.16 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, transaction or individual who is seeking employment, employed or engaged 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 a debate about such individual, contract or transaction, will refrain from influencing the decision about such individual, contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.



## ARTICLE VIII

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### 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 the Members and the voting Members may confirm or reject the By-laws amendment by Special Resolution.

## ARTICLE IX

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### NOTICE

#### 9.1 Written Notice

In these By-laws, a written notice will mean a 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, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

# ARTICLE X

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## DISSOLUTION

### 10.1 Dissolution

Upon dissolution of the Society and after payment of all debts and liabilities, its remaining assets shall be distributed for one or more exempt purposes.

# ARTICLE XI

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## 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 of performing the duties of a Director or 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;
- 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

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### ADOPTION OF THESE BY-LAWS

1. Ratification – These By-laws were ratified by the Members of the Society at a meeting of Members duly called and held on **[insert date]**.
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.