

SCHEDULE A

CROSS COUNTRY BC CONSTITUTION & BY-LAWS

CONSTITUTION

1. The reserved name of the Society shall be Cross Country BC.
2. The purposes of the Society are:
 - a) Act as the sport governing body of Cross Country Skiing within the province of British Columbia (hereinafter called the Province);
 - b) Promote recreational through to competitive cross country skiing in the Province through, (i) the development and support of member Clubs, (ii) the development of cross country ski trails and facilities, and (iii) the development of cross country ski programs, consistent with these Purposes, throughout the Province;
 - c) Govern the organization and conduct of cross country ski competitions within the Province;
 - d) Establish and maintain, with member Clubs, an integrated athlete development system that supports the delivery of athletes to the National Ski Team level; and
 - e) Encourage and foster the principles of self-development, leadership and sportsmanship in cross country skiing.

BY-LAWS

ARTICLE I GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of Cross Country B.C.
- 1.2 Definitions - The following terms have these meanings in these By-laws:
 - a) *Act* – the British Columbia Society Act.
 - b) *Auditor* – an individual appointed by the Members at the 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.
 - c) *Board* – the Board of Directors of the Society.
 - d) *Days* – days including weekends and holidays.
 - e) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
 - f) *Members* – those entities meeting the definition of Member that are admitted as Members of the Society under these By-laws.
 - g) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws.
 - h) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
 - i) *Registrant* – individuals who are engaged in activities that are provided, sponsored, supported or sanctioned by a Member and may include, but are not limited to including, recreational and competitive athletes, members of provincial teams, coaches, officials, event organizers, administrators of clubs, and volunteers who serve on club executives, committees and boards of directors. Registrants must pay to the Society an annual fee as prescribed by the Board and fulfill all other obligations as determined from time to time by the Board. Registrants are not Members of the Society.
 - j) *Society* – Cross Country B.C.
 - k) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.
- 1.3 Registered Office – The registered office of the Society will be located within the Province of British Columbia.
- 1.4 Corporate Seal - The Society may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

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

1.6 Limitations - The Society will not operate as a social club.

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

1.8 Conduct of Meetings – Unless otherwise specified by the Board of Directors, meetings of Members and meetings of the Board will be conducted according to *Roberts Rules of Order* (current edition).

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

ARTICLE II MEMBERSHIP

2.1 Categories – The Society has the following categories of Member:

- a) Full Service Club – A club of not fewer than one hundred (100) registered individuals which:
 - i. Is incorporated as a not-for-profit society under the Act
 - ii. Has purposes similar to those of the Society
 - iii. Has a Constitution which includes any mandatory clauses duly approved by the Society
 - iv. Pursues all of the following objectives:
 - a. Promote cross country skiing as an ideal lifestyle activity for people of all ages and backgrounds;
 - b. Encourage self-development, leadership and sportsmanship in cross country skiing through the provision of multiple programs recognized by the Society;
 - c. Service the largest number of skiers possible in the local area to support the aims of the club, the Society, and Cross Country Canada;
 - d. Develop and maintain support structures for the delivery of cross country skiing programs (from recreational through to competitive), to a broad cross section of the community; and
 - e. Establish and maintain programs and activities that support an integrated athlete development system up to the provincial team level.
 - v. Has received approval from the Board after applying for membership in a manner consistent with the applicable policies of the Society
 - vi. Does not identify as being a social club as its sole purpose
- b) Single Purpose Club – A club of not fewer than ten (10) registered individuals which:
 - i. Embraces the objectives of the Society
 - ii. Has a single program focus which does not have the potential to become a Full Service Club (e.g., an elementary school's cross country skiing program, a university/college racing team, etc.)
 - iii. Is a newly formed club that has not yet achieved the requirements of a Full Service Club but can present sufficient written evidence on a membership application that it has the capacity and intent to attain Full Service Club status in the future
 - iv. Has received approval from the Board after applying for membership in a manner consistent with the applicable policies of the Society
 - v. Does not identify as being a social club as its sole purpose

Admission of Members

2.2 Admission of Members - No organization will be admitted as a Member of the Society unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Society;
- b) The candidate member has paid dues as prescribed by the Board;

- c) The candidate member agrees to uphold and comply with the Society's governing documents;
- d) The candidate member meets any other condition of membership determined by the Board; and
- e) The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.

Membership Dues and Duration

2.3 Year – Unless otherwise determined by the Board, the membership year of the Society will be April 1st to March 31st.

2.4 Dues – Membership dues will be determined by the Board and ratified by the Members at the Annual General Meeting.

2.5 Duration – Membership duration is accorded on an annual basis and Members will re-apply for membership annually in a manner prescribed by the Board.

Transfer, Suspension, and Termination of Membership

2.6 Transfer – Membership in the Society is non-transferable.

2.7 Termination – Membership in the Society will terminate immediately upon:

- a) The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
- b) Resignation by the Member by giving written notice to the Society;
- c) Dissolution of the Society;
- d) The Member's dissolution; or
- e) 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.

2.8 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action of the Society.

2.9 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.

2.10 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members.

2.11 Dues Payable – Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

Good Standing

2.12 Definition – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Society;
- d) Has complied with the By-laws, policies, and rules of the Society;
- e) 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
- f) Has paid all required membership dues.

2.13 Cease to be in Good Standing - 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.

ARTICLE III 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 within fifteen (15) months of the last Annual General Meeting. Any Member will be provided, upon request and not fewer than seven (7) days before the Annual General Meeting, with a copy of the approved financial statements, auditor's report, or review engagement report.

3.2 Extraordinary General Meeting - 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 voting Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice - Written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least ten (10) 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 or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board sixty (60) 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 General Meeting.

3.8 Quorum – A minimum of one-quarter (25%) of the Full Service Clubs present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the voting Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 Agenda – The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of quorum
- c) Approval of the agenda
- d) Approval of minutes of the previous Annual General Meeting
- e) Presentation of reports
- f) Financial report

- g) Appointment of Auditors
- h) Business as specified in the meeting notice
- i) Election of new Directors
- j) Adjournment

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

3.11 Adjournments - With the majority consent of the voting Members present and quorum is ascertained, the voting 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.

3.12 Attendance - The only persons entitled to attend a meeting of the Members are the Delegates representing Members, the Directors, the auditors of the Society (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the voting Members present at the meeting.

Voting at Meetings of Members

3.13 Voting Rights – Members will have the following voting rights at all meetings of the Members:

- a) Full Service Clubs are each entitled to appoint a Delegate who has one vote
- b) Single Purpose Clubs are not permitted to vote

3.14 Delegates – Delegates appointed by Full Service Clubs must be 18 years old or older and must be identified to the Society before the meeting at which the vote is to occur.

3.15 Eligibility of Votes – The date determined by the Board will determine the list of Members that are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

3.16 Proxy Voting – Members may vote by proxy if:

- a) 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;
- b) The proxy is received by the Society prior to the start of the meeting;
- c) The proxy is in a form specified by the Society;
- d) The proxy clearly states the date of the specific meeting; and
- e) The proxy clearly states to whom the proxy is given.

3.17 Maximum Number of Proxies – No Member will hold more than one (1) proxy vote.

3.18 Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Chair prior to the vote being taken.

3.19 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

- a) The votes may be verified as having been made by the Member entitled to vote; and
- b) The Society is not able to identify how each Member voted.

3.20 Voting Procedure – Except upon the demand, by at least ten (10) of the voting Members, for a secret ballot prior to the vote being held, voting on resolutions or proposals other than the election of Directors will be held by means specified by the Board.

3.21 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.

3.22 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.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of between seven (7) and nine (9) Directors.

4.2 Composition of the Board - The Board will consist of the following:

- a) Chairperson
- b) Six (6) Directors-at-Large
- c) Up to two (2) Appointed Directors

Election of Directors

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

- a) Be eighteen (18) years of age or older;
- b) Have the power under law to contract;
- c) Have not been declared incapable by a court in Canada or in another country; and
- d) Not have the status of bankrupt.

4.4 Call for Nominations – At least ninety (90) days prior to the Annual General Meeting, the Nominations Committee will issue a ‘Call for Nominations’ using any means of communication. The ‘Call of 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 later than thirty (30) days prior to the Annual General Meeting.

4.5 Nominations from the Floor – Nominations are not permitted from the floor.

4.6 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) Be in the form required by the Society; and
- c) 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.

4.7 Election – Directors will be elected at each Annual General Meeting as follows:

- a) The Chair and three (3) Directors-at-Large will be elected to the Board at alternate Annual Meetings to those listed in subsection b; and
- b) Three (3) Directors-at-Large will be elected to the Board at alternate Annual Meetings to those listed in subsection a.

4.8 Elections – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) 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. In the event of a tie vote by the Board, the Chair shall vote a second time to decide the issue.

4.9 Terms – Elected Directors will serve terms of two (2) years and will hold office until they have been re-elected, until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

Appointed Directors

4.10 Appointment – The Board may appoint up to a maximum of two (2) Appointed Directors, who meet the skills and characteristics defined in Section 4.11, at the first meeting of the Board after the Society’s Annual General Meeting.

4.11 Skills and Characteristics – Potential Appointed Directors will have one or more of the following skills and/or attributes:

Attributes

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- b) Knowledge about roles and responsibilities of a Director, Board and Staff
- c) Good communications skills
- d) Experience in formulating policy
- e) Experience in thinking strategically and be an integrative thinker
- f) Knowledge of the local, provincial and national sport community
- g) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- h) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- i) Strategic connectivity to key clients
- j) Ethical and values based behaviour
- k) Other attributes valued by the Board

Skills

- l) Accounting designation (CA, CMA, CGA)
- m) Legal designation (LL.B)
- n) Personnel Management (Human Resource Professional designation)
- o) Fundraising and funding source contacts
- p) Management experience
- q) Government relations/contacts
- r) Organizational development/Strategic Planning experience
- s) Knowledge of programs for all LTAD stages from 'Active Start' to 'Active for Life'
- t) Sport Organization experience at multiple levels (local, provincial, national and international)
- u) Other skills valued by the Board

4.12 Terms – Appointed Directors will serve a term of one (1) year and will hold office until the conclusion of the Society's first Annual General Meeting following their appointment unless they resign, or are removed from or vacate their office.

4.13 Vacancy of Appointed Director - Where the position of an Appointed Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the term until such time as a new Appointed Director is appointed in accordance with these By-laws.

Resignation and Removal of Directors

4.14 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.

4.15 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;
- c) The Director is found to be incapable of managing property by a court or under British Columbia law;
- d) The Director is found by a court to be of unsound mind;
- e) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- f) The Director dies.

4.16 Removal – An elected 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.

Filling a Vacancy on the Board

4.17 Vacancy - Where 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 vacancy for a term expiring not later than the close of the next Annual General Meeting.

Meetings of the Board

4.18 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the Chairperson, or by written requisition of at least two (2) Directors.

4.19 Chair – The Chairperson will be the Chair of all Board meetings. In the absence of the Chairperson, or if the meeting of the Board was not called by the Chairperson, a designate will be the Chair of the meeting.

4.20 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 may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

4.21 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).

4.22 Number of Meetings – The Board will hold at least six (6) meetings per year.

4.23 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.24 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. 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.

4.25 No Alternate Directors - No person shall act for an absent Director at a meeting of the Board.

4.26 Written Resolutions - A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.27 In-Camera Meetings – The Board may, by Ordinary Resolution, consider business in-camera if the business deals with:

- a) Discipline of any Director or Member;
- b) Expulsion or suspension of any person from any office of the Society, or of any Member of the Society;
- c) Recruitment and employment of personnel;
- d) Acquisition of property or other contractual arrangements; or
- e) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.

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

4.29 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.30 Standard of Care – Every Director will:

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

Powers of the Board

4.31 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.

4.32 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members and Registrants, and have the authority to discipline Members and Registrants 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, recommend membership dues, and determine other registration requirements;
- f) Enable the Society to receive donations and benefits 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) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Society.

4.33 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 Board policies and direction, and subject to any limits established by the Board.

4.34 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.

4.35 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.

4.36 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.

ARTICLE V OFFICERS

5.1 Composition – The Officers will be comprised of the Chairperson, Secretary, and Executive Director.

5.2 Election – The Chairperson is elected into the position by the Members. The Secretary is elected into the position by vote of the Directors at the first meeting of the Board following the Annual General Meeting.

5.3 Term – The Chairperson serves a term of two years. The Secretary will serve a term of one year.

5.4 Duties – The duties of Officers are as follows:

- a) The Chairperson will be responsible for the general supervision of the affairs and operations of the Society, will preside at the Annual General and Extraordinary General Meetings of the Society and at meetings of the Board, will be the official spokesperson of the Society and may delegate this function as required, and will perform such other duties as may from time to time be established by the Board.
- b) The Secretary will be responsible for the documentation of all amendments to the Society's By-Laws, will be responsible for the documentation of all policies approved by the Board, will cause to be recorded the minutes of all meetings of the Board and Society, 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. The Secretary will be appointed by the Board on an annual basis, and need not be a Director of the Society.
- c) The Executive Director is the chief employee of the Society and is responsible to the Board for the management and operations of the Society. The Executive Director is responsible for implementing the Strategic Plan and other policies developed by the Board, for ensuring that all official documents and records of the Society are properly kept, for developing and implementing operational policies and procedures, and for managing the day-to-day operations of the Society through the staff and operational committees.

5.5 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.

5.6 Removal – 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.

5.7 Vacancy – Where the position of an Officer, excluding the Chairperson, 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. If the Chairperson position becomes vacant, the Board may appoint a replacement for the position from among the Directors.

ARTICLE VI COMMITTEES

6.1 Operational Committees – The Executive Director may appoint, with the approval of the Board, such Operational Committees deemed necessary for managing the Society's operations, and may establish, with the Board's approval, the terms of reference and operating procedures for all Operational Committees. Operational Committees will report to the Executive Director.

6.2 Nominations Committee – The Board will create a Nominations Committee that will be responsible for soliciting nominations for the election of Directors. The Nominations Committee will have the following composition:

- a) Current Chairperson of the Board (except in a year when this individual is standing for election)
- b) Past Chairperson of the Board (appointed by the Board)
- c) Two Directors who are not standing for election, and who are not from the same geographic zone

6.3 Chairperson Ex-officio – The Chairperson will be an *ex-officio* and non-voting member of all Operational Committees of the Society (with the exception of the Nominations Committee, of which the Chairperson is a full voting member when not running for election).

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be April 1st to March 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 General Meeting the Members will appoint an auditor to audit or conduct a review engagement of 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 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.

7.4 Annual Financial Statements – The Board will approve audited financial statements (evidenced by signature of one or more Directors) of the Society of the last fiscal year of the Society. The statements must be for the period ending not more than six (6) months before the 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 seven (7) days before the Annual General Meeting. The Financial Statements will include:

- a) The financial statements
- b) The auditor's report
- c) Any further information respecting the financial position of the Society

7.5 Audit Requirements – The financial statements of the Society will be presented annually to the members at the Annual General Meeting in accordance with the Act.

7.6 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. At the discretion of the Board, Minutes of meetings of the Board and records of the Corporation may not be available to the general membership of the Society but will be available to the Board, each of whom will receive a copy of such minutes.

7.7 Signing Authority – 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 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.

7.8 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.

7.9 Borrowing - The Board may from time to time:

- a) Borrow money on the credit of the Society;
- b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Society;
- c) Give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
- d) 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.

7.10 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 General Meeting.

Remuneration

7.10 No Remuneration - 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. This section does not preclude a Director or member of a Committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.11 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Voting – These By-laws may only be amended, revised, repealed or added to by Ordinary Resolution of the Board. Any 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.

8.2 Effective Date – By-laws 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.

ARTICLE IX NOTICE

9.1 Written Notice - 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.

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 DISSOLUTION

10.1 Dissolution – The Society may be dissolved in accordance with the Act.

10.2 Assets - Upon the dissolution of the Society, any funds or assets remaining after paying all debts will be distributed to incorporated non-profit organizations supporting or promoting the purposes of the Society.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify - The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

11.2 Will Not Indemnify - The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:

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

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

ARTICLE XII ADOPTION OF THESE BY-LAWS

12.1 Ratification – 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 15, 2015.

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

ARTICLE XIII TRANSITION PROVISIONS

13.1 Transition – In order to achieve an orderly transition to the Board of Directors described in these By-Laws, the following will occur at and following the 2015 Annual General Meeting:

- a) The individuals holding the positions of Chairperson, Vice-Chairperson, and Treasurer will cease to be Directors
- b) One individual, holding of the position of Zone Rep, will cease to be a Director
- c) An election will be held under these By-laws for the position of Chair and for three Directors-at-Large, as described in section 4.7a) of these By-laws
- d) Three individuals holding the positions of Zone Reps will continue in office until the 2016 Annual General Meeting (or until they resign or are removed from office pursuant to sections 4.14-4.16 of these By-laws) at which time they will cease to be Directors
- e) An election will be held under these By-laws for three Directors-at-Large at the 2016 Annual General Meeting, as described in section 4.7b) of these By-laws