



T.K. SPARKS

**CANADIAN PONY CLUB – BC LOWER MAINLAND REGION SOCIETY
BY-LAWS**

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Canadian Pony Club – BC Lower Mainland Region Society.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the *Societies Act* of British Columbia, as amended.
- b) *Auditor* – an individual, partnership, or corporation appointed by the Branch Members at the Annual Meeting to audit the books, accounts, and records of the Society for a report to the Branch Members at the next Annual Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Society.
- d) *Branch Member* – has the meaning ascribed to it in subsection 2.1(a).
- e) *Delegate* - is the voting representative for the Branch.
- f) *Centre* – a privately owned barn or stable that is within the Society’s geographical jurisdiction, that is recognized by the Society to promote and implement the objectives of the Society and the CPC within the barn or stable, and that is licensed to provide programming developed by the CPC.
- g) *CPC* – the Canadian Pony Club, the parent organization of the Society, which provides access to programming, insurance, and other activities as defined by its Board of Directors.
- h) *Days* – days including weekends and holidays.
- i) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- j) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
- k) *Key Volunteer* – a position appointed by the Board to sit on committees and/or perform certain duties on behalf of the Board.
- l) *Branch Proposal* – A Branch Proposal, submitted to the Society at least ninety (90) days before the anniversary date of the previous Annual Meeting, must include the proposal itself and the names and signatures of at least 5% of the voting Branch Member Delegates as required by the Act.
- m) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws.
- n) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- o) *Region* – a member organization of the CPC (such as the Society) that provides CPC programming in an area of prescribed geographical boundaries defined by the CPC.
- p) *Senior Manager* – The individual (when employed or contracted) who has been delegated by the Board the responsibility to manage the day-to-day operations of the Society.
- q) *Society* – the Canadian Pony Club – BC Lower Mainland Region Society.
- r) *Special Resolution* – a resolution passed by 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 No Gain for Branch Members – The Society will be carried on without the purpose of gain for its Branch Members and Registrants 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 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.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Branch Members and meetings of the Board will be conducted according to Call to 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.

ARTICLE II MEMBERSHIP

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

- a) Branch Member – A Pony Club organization (incorporated or otherwise) within the Society’s geographical jurisdiction that is recognized by the Society to promote and implement the objectives of the Society and CPC within a geographical region defined by the Board of Directors of the Society and CPC.

2.2 Registration – Each Branch Member must register with the Society and agree to abide by the Society’s By-laws, policies, procedures, rules and regulations.

Authority of Branch Members

2.3 Membership Authority – The Branch 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 Branch Members

2.4 Admission and Renewal of Branch Members – Any candidate will be admitted or renewed as a Branch Member if the candidate Branch Member:

- a) makes an application for membership in a manner prescribed by the Society;
- b) was previously a Branch Member, the candidate member was a Branch Member in good standing when the candidate ceased to be a Branch Member;
- c) has paid fees as prescribed by the Board;
- d) agrees to uphold and comply with the Society’s governing documents;
- e) meets any other condition of membership determined by the Board;
- f) has met the applicable definition listed in subsection 2.1(a); and
- g) 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 (or designate), membership with the Society begins on the date the Board (or designate) accepts the Branch Member’s registration and ends on a date common to all Branch Members (at the discretion of the Board, or designate) or when the Branch Member resigns or is terminated from membership.

2.6 Fees – Membership fees will be determined by the Board.

2.7 Arrears – A Branch Member will be expelled from the Society for failing to pay membership fees or monies owed to the Society by the deadline dates prescribed by the Board (or designate). Any fees, subscriptions, or other monies owed to the Society by suspended or expelled Branch Members will remain due.

2.8 Deadline – Branch 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 Branch Member in default will automatically cease to be a Branch Member of the Society.

Compliance, Transfer, Suspension, and Termination of Membership

2.9 Policy Compliance – As a condition for membership, a Branch Member must comply with the Society's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Society's policies and procedures may result in discipline, or suspension or termination of membership.

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

2.11 Suspension – A Branch Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society's policies related to discipline, or by Ordinary Resolution of the Board at a meeting of the Board provided the Branch Member has been given notice of and the opportunity to be heard at such meeting.

2.12 Effects of Suspension – A suspended Branch Member is not in good standing, may not vote at meetings of the Branch Members, is not permitted to have any involvement with the Society, and may be subject to a probationary period before being reinstated to good standing.

2.13 Termination – Branch Membership in the Society will terminate immediately upon:

- a) the expiration of the Branch Member's membership, unless renewed in accordance with these By-laws;
- b) the Branch Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
- c) resignation by the Branch Member by giving written notice to the Society;
- d) dissolution of the Society;
- e) the Branch Member's dissolution; or
- f) by Ordinary Resolution of the Board, a committee of Directors, or a committee of Branch Members (as applicable) at a duly called meeting, upon fifteen (15) days' written notice to the Branch Member. The notice shall set out the reasons for the termination of membership. The Branch Member receiving the notice shall be entitled to give a written submission opposing the termination not less than five (5) days before the end of the fifteen (15)-day period. The Board, committee of Directors, or Committee of Branch Members (as applicable) shall consider the written submission of the Branch Member before making a final decision regarding the termination of membership.

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

Good Standing

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

- a) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b) has completed and remitted all documents as required by the Society;
- c) has complied with the By-laws, policies, and rules of the Society;

- d) is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) has paid all required membership fees.

2.16 Privileges of Good Standing – Subject to these By-laws and other governing documents of the Society, Branch Members in good standing may be entitled to the following privileges:

- a) to attend, participate, and vote at meetings of the Branch Members;
- b) to participate in the Society’s activities; and
- c) to participate in other events associated with the Society.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting – The Society will hold an Annual Meeting of Branch Members at such date, time and place as determined by the Board within the Province of British Columbia. The Annual Meeting will be held once every calendar year. Any Branch 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 Branch 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 Branch 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 Business – All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except consideration of the financial statements, presentation of the auditor’s report (if any); the election of Directors; and re-appointment of the incumbent auditor (if any)) is special business. The business transacted at the Annual Meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
- c) consideration of the financial statements;
- d) report of the auditor (if any);
- e) reappointment or appointment of the auditor (if any);
- f) election of Directors; and
- g) such other business or special business as may be set out in the notice of meeting.

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

3.5 Notice – Written or electronic notice of the date of the Annual Meeting of the Branch Members will be given to all Branch Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda, and reasonable information to permit Branch Members to make informed decisions.

3.6 Waiver of Notice – Any person who is entitled to notice of a meeting of the Branch 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.

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

3.8 New Business – No other item of business will be included in the notice of the meeting of the Branch Members unless notice in writing of such other item of business, or a Branch Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Branch 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 Branch Members with the agenda and the notice calling an Annual Meeting.

3.9 Quorum – One-third (1/3rd) of the Branch Members in good standing present will constitute a quorum. If a quorum is present at the opening of a meeting of the Branch Members, the Branch Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

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 Branch Members present and after quorum is ascertained, the Branch Members may adjourn a meeting of Branch 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 Branch Members are the Delegates representing Branch Members, the Directors and Officers, Key Volunteers and staff of the Society, the auditors of the Society, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Branch Members present.

3.13 Chair – The Regional Chair will be the Chair of all meetings of Branch Members unless another individual is designated by the Regional Chair or appointed by the Board and approved by an Ordinary Resolution of the voting Branch Members in attendance.

Voting at Meetings of Branch Members

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

- a) Branch Members have one vote each, to be exercised by the Branch Member's appointed Delegate

3.15 Voting Powers – Each Branch Member Delegate votes on every issue.

3.16 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Branch Members entitled to vote at any meeting of Branch Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.17 Delegates – Branch Members will appoint in writing (inclusive of electronic notice) to the Society, seven (7) days prior to the meeting of Branch Members, the name of the Delegate(s) (and up to two (2) alternate Delegates) to represent the Branch Member. Delegates must be at least 18 years of age, of sound mind, and be acting as the Branch Member’s representative. Delegates have only one vote and may not vote by proxy. The Society may reject a Delegate if the Delegate is subject to investigation, disciplinary process, or criminal matter. Delegates may be required to show proof of identification.

3.18 Proxy Voting – Proxy voting is not permitted.

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

- a) Society has made available a procedure that permits voting by mail, telephonic, or electronic means;
- b) votes may be verified as having been made by the Branch Member Delegate entitled to vote; and
- c) Society is not able to identify how each Branch Member Delegate voted.

3.20 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Branch Member Delegate.

3.21 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of nine (9) Director-at-Large positions.

4.2 Directors-at-Large – Directors-at-Large may be appointed, by the Board, to serve in Officer positions (see: **Article V**) and/or as Directors of various portfolios related to the operations of the Society (e.g., Competition Director, Communications Director, Sponsorship Director, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

4.3 Board Observer – An individual (such as the Past Regional Chair or a Key Volunteer) may be invited to serve as a Board Observer and attend meetings of the Board in a non-voting capacity provided the individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. Board Observers are not Directors and may be asked to leave a meeting (or part of a meeting) of the Board at the discretion of the Board at any time.

4.4 Past Regional Chair – The immediate Past Regional Chair of the Society (or another Past Regional Chair, at the Board's discretion) may be appointed into the position of Past Regional Chair provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. The Past Regional Chair is a Board Observer and not a Director.

Eligibility of Directors

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

- a) be nineteen (19) years of age or older;
- b) not have been found to be incapable of managing property;

- c) have not been declared incapable by a court in Canada or in another country; and
- d) not have the status of bankrupt.

Election of Directors

4.6 Nominations – The Board (or designate) will be responsible to solicit and receive nominations for the election of Directors. Candidates for Director positions shall be individuals who are eligible and duly nominated per any requirements determined by the Board (or designate) and these By-laws. The Board (or designate) may endorse candidates for election but may not restrict eligible candidates from being nominated.

4.7 Nominations from the Floor – If a position on the Board is vacant and there are no nominations for the position, an individual will be permitted to be nominated from the floor for that position at a meeting of the Branch Members. Such nomination will require a nominator and seconder from the voting Branch Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

4.8 Election – At each meeting of the Branch Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

4.9 Election – Directors will be elected at each Annual Meeting in accordance with the following rotation:

- a) Five (5) Directors-at-Large
- b) Four (4) Directors-at-Large

4.10 First Election – At the Society's first Annual Meeting at which Directors are elected, Directors will be elected as follows:

- a) Five (5) Directors-at-Large will be elected for a one (1) year term.
- b) Four (4) Directors-at-Large will be elected for a two (2) year term.

4.11 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Branch Members in accordance with the following:

- a) Equal Number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution.

4.12 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as a Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Society.

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

4.14 Director Consent and Registration – An individual who is elected or appointed to be a Director must register with the Society as a Director, must sign all required documents presented by the Society, and 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.

4.15 Key Volunteer Positions – The Board may create Key Volunteer Positions at their discretion as deemed necessary. Key Volunteers may be invited to attend meetings of the Board, but they are not Directors and do not have a vote at meetings of the Board.

Resignation and Removal of Directors

4.16 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.

4.17 Vacate Office – The office of any Director will be vacated automatically if the:

- a) Director resigns;
- b) Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;
- c) Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
- d) Director is found to be incapable of managing property by a court or under British Columbia law;
- e) Director is found by a court to be incapable;
- f) Director becomes bankrupt; or
- g) Director dies.

4.18 Removal – An elected Director may be removed by Special Resolution of the Branch Members at a Special Meeting of the Branch Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.19 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. If a Director is removed by the Branch Members at a meeting of the Branch Members, the Branch Members may elect a Director to fill the unexpired term at the same meeting.

Meetings of the Board

4.20 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the Regional Chair or by written requisition of at least three (3) Directors.

4.21 Chair – The Regional Chair will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the Regional Chair. In the absence of the Regional Chair, or if the meeting of the Board was not called by the Regional Chair, the Board will appoint an individual to Chair the meeting.

4.22 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Society.

- 4.23 Board Meeting with New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Branch Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.24 Number of Meetings – The Board will hold at least two (2) meetings per year.
- 4.25 Quorum – At any meeting of the Board, quorum will be forty percent (40%) of the Directors holding office.
- 4.26 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.
- 4.27 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.
- 4.28 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 4.29 Attendance at Meetings – Meetings of the Board will be closed to Branch Members and the public except by invitation of the Board.
- 4.30 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Society consent, participate by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

Duties of Directors

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

Powers of the Board

- 4.32 Powers of the Society – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.
- 4.33 Empowered – The Board is empowered, where permitted by the policies and membership requirements of CPC, 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 Branch Members and Registrants, and have the authority to discipline Branch 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) appoint Key Volunteers with duties and responsibilities as described by the Board;

- f) determine registration procedures, determine membership fees, and determine other registration requirements;
- g) 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;
- h) make expenditures for the purpose of furthering the objects and purposes of the Society;
- i) invest funds for the purpose of furthering the objects and purposes of the Society;
- j) manage the Society's assets and resources expenditures for the purpose of furthering the objects and purposes of the Society;
- k) borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- l) perform any other duties from time to time as may be in the best interests of the Society.

4.34 Senior Manager – When employed or contracted, the Board delegates to the Senior Manager (who may also be known as the Executive Director) the responsibility to manage the day-to-day operations of the Society in accordance with Board policies and direction, and subject to any limits established by the Board.

ARTICLE V OFFICERS

5.1 Composition – The Officer positions are the Regional Chair, Vice Regional Chair, Secretary, Finance Chair, and Senior Manager (when employed or contracted).

5.2 Senior Manager – When employed or contracted, the Senior Manager (who may also be known as the Executive Director) is an employee of the Society and not a Director of the Board. Sections of the By-laws that apply to elected Officers and the removal and vacancy of Officer positions do not apply to the Senior Manager.

5.3 Term – The term of the Regional Chair will be two (2) years provided that, if the individual's term as a Director expires after the first year of the two (2)-year term as Regional Chair, the individual is re-elected as a Director. The Regional Chair may not serve more than two (2) consecutive terms as Regional Chair. The term of the other Officers will be two (2) years, provided that they are re-elected to the Board if their term as Board member expires before their term as Officer.

5.4 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 Officers for whichever positions are vacant. They shall take office immediately.

5.5 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for Regional Chair. 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.

5.6 Duties – The duties of Officers are as follows:

- a) The Regional Chair 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 (when applicable), and will perform such other duties as may from time to time be established by the Board.

- b) The Vice Regional Chair will act as liaison between the Board and all committees, will ensure that committees are working within their respective terms of reference, will preside at meetings of the Board in the absence of or at the request of the Chair, 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 Branch Members and other meetings a report of all activities since the previous meeting of the Branch Members or other meetings, will give due notice to all Branch Members of the meeting of the Branch Members of the Society, and will perform such other duties as may from time to time be established by the Board.
- d) The Finance Chair 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.
- e) The Senior Manager (when employed or contracted) is the chief employee or contractor of the Society and is responsible to the Board for the management and operations of the Society.

5.7 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.

5.8 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Branch 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. Removal from an Officer position does not automatically mean the individual is removed from their Director position (when applicable).

5.9 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.10 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.

ARTICLE VI REGISTRANTS

6.1 Registrants – The Society has the following categories of Registrants who must register with the Society and pay fees as determined by the Board (or, if the Registrant is younger than nineteen (19) years old, who must have a parent/guardian register and pay fees on behalf of the Registrant):

- a) Branch Registrants – Branch Registrants:
 - i. must make an application for registration at a Branch Member using manual or online forms as prescribed by the Board. Such application must be fully completed, duly signed and accepted by a Branch Member or, if using an on-line system, provide all the information and authorizations required by the system, and then reported to the Society;

- ii. must meet all other qualifications which may be set by the Board; and
 - iii. may only be registered with one Branch Member at any one time.
- b) Centre Registrants – Centre Registrants:
- i. must make an application for registration in a Centre using manual or online forms as prescribed by the Board. Such application must be fully completed, duly signed and accepted by a Centre or, if using an on-line system, provide all the information and authorizations required by the system, and then reported to the Society;
 - ii. must meet all other qualifications which may be set by the Board; and
 - iii. may only be registered with one Branch Member or Centre at any one time.

Term

6.2 Year – Unless otherwise determined by the Board, the registration term of Registrants begins on the date the Board accepts the Registrant’s registration and ends on a date common to all Registrants (at the discretion of the Board) or when the Registrant resigns or is terminated from registration.

Fees

6.3 Fees – Registrant fees will be determined annually by the Board.

6.4 Deadline – Registrants will be notified in writing of the fees payable, and if they are not paid by the date specified by the Board, the Registrant in default will automatically cease to be a Registrant with the Society.

Discipline

6.5 Discipline – A Registrant may be suspended or expelled from the Society in accordance with the Society’s By-laws, policies, and procedures relating to discipline of Registrants.

6.6 May Not Resign – A Registrant may not resign from the Society if the Registrant is subject to disciplinary investigation or action.

Status

6.7 Expulsion and Resignation – A Registrant ceases to be a Registrant if the:

- a) Registrant fails to maintain any of the qualifications or conditions of being a Registrant described in Section 6.1;
- b) Registrant resigns from the Society by giving written notice to the Society in which case the resignation becomes effective on the date specified in the resignation. The Registrant will be responsible for all fees payable until the actual withdrawal becomes effective;
- c) Registrant fails to pay fees owed to the Society by the deadline dates prescribed in Section 6.4;
- d) Registrant fails to comply with Society’s registration policies or applicable policies;
- e) Registrant’s term of registration expires; or
- f) the Society is liquidated.

Good Standing

6.8 Definition – A Registrant with the Branch or Centre will be in good standing with the Society provided that the Registrant:

- a) has not ceased to be a Registrant;
- b) has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;
- c) has completed and remitted all documents as required by the Society;
- d) has complied with the By-laws, policies, procedures, rules and regulations 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 fees.

6.9 Cease to be in Good Standing – Registrants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registrant has met the definition of good standing.

ARTICLE VII COMMITTEES

7.1 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.

7.2 Executive Committee – The Society may have an Executive Committee. If appointed, the Executive Committee will be composed of the Officers and other individuals appointed by the Board. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the Society’s policies and procedures during intervals between meetings of the Board. Decisions of the Executive Committee will be ratified by the Board at the next meeting of the Board.

7.3 Committee Limitations – No Committee, including the Executive Committee (when appointed), has authority to:

- a) submit to the Branch Members any question or matter requiring approval of the Branch Members;
- b) fill a vacancy among the Directors or appoint additional Directors;
- c) issue debt obligations except as authorized by the Board;
- d) approve any financial statements;
- e) adopt, amend or repeal the By-laws; or
- f) establish contributions to be made, or fees to be paid, by Branch Members without the approval of the Board.

7.4 Composition – The Board may appoint and remove Directors, Key Volunteers, or any other individual to or from a standing or ad-hoc committee at any time and for any reason.

7.5 Regional Chair Ex-officio – The Regional Chair (or their appointed designate) will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Society.

ARTICLE VIII FINANCE AND MANAGEMENT

8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be January 1st to December 31st.

8.2 Bank – The banking business of the Society will be conducted at such financial institutions as the Board may determine.

8.3 Auditors – At each Annual Meeting the Branch Members may 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 Meeting. The auditor will not be an employee, Officer, or Director of the Society.

8.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by the 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 Branch Members at every

Annual Meeting. A copy of the Annual Financial Statements will be provided to any Branch Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) the financial statements;
- b) the auditor's report (if any);
- c) remuneration paid to any Director including the exact amount and for what purpose;
- d) remuneration paid to any employee or contractor of the Society, identified by position or title, who received \$75,000 or more from the Society and the exact amount of the remuneration and (for contractors) the nature of the service performed; and
- e) any further information respecting the financial position of the Society.

8.5 Books and Records – The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) the Society's certificate of incorporation;
- b) the Society's Constitution and By-laws;
- c) A register of Directors (including contact information);
- d) written consent of each Director to act as a Director;
- e) written resignation(s) of any Director(s);
- f) disclosure of any conflict of interest by any Director or the Senior Manager (when employed or contracted);
- g) a register of Branch Members;
- h) a register of Registrants;
- i) the minutes of meetings of the Branch Members;
- j) the resolutions of the Branch Members from any meeting of the Branch Members;
- k) Annual Financial Statements, with the applicable auditor's report (if any);
- l) the minutes of meetings of the Directors (including attendance);
- m) the resolutions of the Directors;
- n) the in-camera minutes of meetings of the Directors; and
- o) 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.

8.6 Access to Books and Records by Branch Members and Directors – Access to books and records by Branch Members and Directors is permitted as follows:

- a) Directors have access to records described in subsections 8.5(a) to 8.5(n); and
- b) Branch Members have access to records described in subsections 8.5(a) to 8.5(j), though the Directors may restrict access to the record described in subsection 8.5(h) if the Directors are of the opinion that the access would be harmful to the Society or to the interests of one or more Branch Members.

8.7 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 subsections 8.5(a) to 8.5(i) or to records described in subsection 8.5(l) to 8.5(o); and
- b) the public may request access to records described in subsection 8.5(j) by submitting a request to the Society and paying a fee of \$10.00. The records will be delivered by email to the individual making the request within fourteen (14) days of the receipt of the fee.

8.8 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 (10) years have passed since the record was created or, if the record has been altered since the record was last altered.

8.9 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.

8.10 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 Branch Members if the amount of the financial transaction exceeds one hundred thousand dollars (\$100,000).

8.11 Borrowing Restriction – The Branch Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

8.12 Gaming Funds – Funds generated from gaming grants or other purposes related to gaming shall be used for expenditures in accordance with all government regulations applicable to the usage of gaming funds.

8.13 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

8.14 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Branch 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

8.15 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 IX AMENDMENT OF BY-LAWS

9.1 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 Branch Members and, except for those amendments that are considered fundamental changes, the voting Branch Member Delegates may confirm, reject or amend the By-laws by Special Resolution. A new, amended, or revised By-law that is not ratified by the Branch 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 Branch Members; or
- b) By a Branch Member in the form of a Branch Member Proposal. Branch Member Proposals that amend the By-laws will be submitted to the Branch Members at the meeting of Branch Members and the voting Branch Member Delegates may confirm or reject the By-laws amendment by Special Resolution.

ARTICLE X NOTICE

10.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Branch Member, as applicable. It is the obligation of the Director, Officer or Branch Member (as applicable) to provide a current address for notification under this provision to the Board.

10.2 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 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 postmarked.

10.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Branch Members, the failure of any Director or Branch 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 XI DISSOLUTION

11.1 Dissolution – Upon dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed to charitable or not-for-profit organizations as determined by the Board of Directors.

ARTICLE XII INDEMNIFICATION

12.1 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 and/or any individual who acts at the Society’s request in a similar capacity.

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

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

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

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by the Branch Members of the Society at a meeting of Branch Members duly called and held on 25 April 2024.

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Branch 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.