



BYLAW ALTERATION APPLICATION

BC Society • Societies Act

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Registrar of Companies

T.K. Sparks
T.K. SPARKS

NAME OF SOCIETY: **KELOWNA NORDIC SKI AND SNOWSHOE CLUB**

Incorporation Number: S0013552

Business Number: 13934 2869 BC0001

Filed Date and Time: November 1, 2024 08:50 AM Pacific Time

SUMMARY OF BYLAW ALTERATION APPLICATION

Special Resolution Date: October 24, 2024

NOTE: The complete Bylaws, as uploaded, appear at the end of this report.

CERTIFICATION

I, Anne Kwantes, certify that I have relevant knowledge of the society, and that I am authorized to make this filing.

NOTE: The complete Bylaws, as uploaded, continue on the next page

Bylaws of KELOWNA NORDIC SKI AND SNOWSHOE CLUB (the "Society")


T.K. SPARKS

Part 1 — Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time,

"Board" means the directors of the Society,

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 — Members

Application for membership

2.1 A person may apply to the Board for membership in the Society by completing an annual application form, and the person becomes a member upon payment of the annual membership dues.

Classes of membership

2.2 There are three classes of membership, namely:

- (a) Regular membership – a voting member who has paid the annual membership dues and is 18 years of age or older. A regular member is entitled to use the Society's facilities and participate in the Society's programs.**
- (b) Associate membership – a non-voting member who has paid the annual membership dues, including but not limited to, persons under 18 years of age and members of a corporate group. An associate member is entitled to use the Society's facilities and participate in the Society's programs.**
- (c) Honorary membership – a voting member with the rights of a regular member without the obligation to pay the annual membership dues. On an annual basis, the Board may award a complementary or a life-time honorary membership to any person in recognition of that person's special status or exceptional contributions to the Society. A complementary**

membership terminates after one year.

Duties of members

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.4 The amount of the annual membership dues must be determined by the Board and approved by the members at the annual general meeting.

Member not in good standing

2.5 A member, excluding an honorary member, is not in good standing if the member fails to pay the member's annual membership dues and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.6 A voting member who is not in good standing:

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.7 A person's membership in the Society is terminated if:

- (a) the person does not complete an annual application form and submit same to the Board;
or
- (b) the person's membership in the Society is terminated by a special resolution of the members passed at a general meeting.

Part 3 — General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines, which may include attendance by use of online technology. Not less than 14 days notice of the time and place of a general meeting will be given to all members.

Annual general meeting

3.2 An annual general meeting will be held at least once in every calendar year.

Ordinary business at general meeting

3.3 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order,
- (b) consideration of any financial statements of the Society presented to the meeting,
- (c) consideration of the reports, if any, of the directors or auditor,
- (d) election or appointment of directors,
- (e) appointment of an auditor, if any,
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.5 The following individual is entitled to preside as the chair of a general meeting:

- (a) the president,
- (b) the vice-president, if the president is unable to preside as the chair,
- (c) the individual, if any, appointed by the Board to preside as the chair,
- (d) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair, or
- (e) one of the other directors present at the meeting if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting

members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.8 The quorum for the transaction of business at a general meeting is 30 voting members.

Lack of quorum at commencement of meeting

3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.10 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.11 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.13 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary,
- (b) determine that there is a quorum,
- (c) approve the agenda,
- (d) approve the minutes from the last general meeting,
- (e) deal with unfinished business from the last general meeting,
- (f) if the meeting is an annual general meeting:
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any,
- (g) deal with new business arising from the floor and any matters about which notice has been given to the members in the notice of meeting,
- (h) approve the annual budget and establish monetary thresholds for individual and cumulative program spending for the following year,
- (i) terminate the meeting.

Methods of voting

3.14 A regular or honorary member in good standing at a general meeting is entitled to one vote.

3.15 At a general meeting, voting must be by a show of hands, an oral vote or another method set up for the meeting including electronic voting that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.16 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.18 A matter to be decided at a general meeting must be decided by ordinary resolution, 50% plus 1, unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 — Directors

Role of the Board

4.1 The Board governs and uses the resources of the Society to carry out the charitable activities of the Society in accordance with the constitution of the Society and the Bylaws, the Act and regulations under the Act, and any restrictions or requirements imposed by the Charities Directorate under the *Income Tax Act*. The Board may develop written procedures to maintain standards for the conduct of various aspects of Society activity.

Number of directors on Board

4.2 The Society must have no fewer than 6 and no more than 10 directors.

Election or appointment of directors

4.3 Subject to Bylaw 4.4, at each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

4.4 The directors will be divided into two classes, designated as Class I and Class II, with the number of directors in each class being as nearly equal in number as possible. The initial term of the Class I directors elected at the 2022 annual general meeting will be for a term of one year. The initial term of the Class II directors elected at the 2022 annual general meeting will be for a term of two years. At each subsequent annual general meeting after 2022, directors will be elected for a term of two years to succeed the directors of the class whose terms expire at such annual general meeting.

4.5 After serving two successive two-year terms, a director must retire from the Board for at least one year before seeking re-election.

Directors may fill vacancy on Board

4.6 The Board may, at any time, appoint a Member in good standing as a Director to fill a vacancy in the Directors.

Term of director appointed by Board

4.7 A Director appointed in accordance with section 4.6 holds office only until either of the

following:

- (a) in the case of a vacancy resulting from an insufficient number of Directors following an election, the appointed Director holds office until the next general meeting of the Society, and is eligible for re-election at the meeting.
- (b) in the case of a vacancy resulting from a Director resigning or otherwise departing from the Board of Directors, the appointed Director may hold office until the end of the departing Director's term, or until the next election, and the length of this interim term shall be determined by the Directors at the time of appointment.

Committees

4.8 The Board may delegate any, but not all, of their powers to committees consisting of directors and other members as the Board sees fit and will appoint a chairperson to head a committee at the time the committee is established.

- (a) A committee so formed, in the exercise of powers so delegated, will conform to any rules imposed on it by the Board, and will report every act done in the exercise of those powers to the earliest meeting of the Board.
- (b) The members of a committee may meet as they deem proper and provide written reports to the Board from time to time.

Part 5 — Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any two other directors.

Notice of directors' meeting

5.2 At least seven days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 6 — Board Positions

Election to Board positions

6.1 The Board must elect members of the Board to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president,
- (b) vice-president,
- (c) secretary,
- (d) treasurer.

Directors at large

6.2 Directors who are elected to positions on the Board in addition to the positions described in these Bylaws are elected as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings,
- (b) taking minutes of general meetings and directors' meetings,
- (c) keeping the records of the Society in accordance with the Act,
- (d) conducting the correspondence of the Board,
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act,
- (f) maintaining the register of members.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources,
- (b) keeping accounting records in respect of the Society's financial transactions,
- (c) preparing the Society's financial statements and presenting such statements to the Board, members and others when required,
- (d) making the Society's filings respecting taxes,
- (e) ensuring reporting compliance as required by the *Income Tax Act* and the Charities Directorate.

Part 7 — Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 — Operational Responsibilities of Directors

Bylaws

8.1 On being admitted to membership, a member is entitled to receive without charge a copy of the constitution of the Society and the Bylaws, if requested. All newly elected directors will be given a copy of the constitution of the Society and the Bylaws upon election.

8.2 The Bylaws will not be altered or added to except by a special resolution passed by a two-thirds majority of the members present and entitled to vote at a general meeting.

Removal of a director

8.3. Any director may resign from office by notice duly accepted by the Board.

8.4 A director may be removed from office upon a resolution of the Board confirmed by a special resolution of the members passed at a general meeting.

Indemnification And Protection of Directors, Members and Volunteers

8.5 The Society will purchase and maintain insurances for the benefit of any member who is serving as a member of the Board or as a volunteer performing a sanctioned ongoing duty or working at an event sponsored by the Society, including, but not limited to, directors and officers insurance and general liability insurance.

Area of Operations

8.6 The operations of the Society are to be carried on chiefly in and around the City of Kelowna, the Central Okanagan Regional District and the Regional District of Kootenay Boundary in the Province of British Columbia.

Privacy of Member Information

8.7 The board will set procedures to protect the privacy and limit the usage of member information as described in Section 25 of the Act.

Part 9 —Financial Responsibilities of Directors

Year End

9.1 The end of the fiscal year of the Society is April 30.

Purchasing and Borrowing

9.2 In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society:

- (a) purchase, hire or otherwise acquire for the purposes of the Society any real or personal property, and in particular any lands, buildings, furniture, Society and household effects,

and any and all apparatus, appliances, conveniences and accommodations for the purposes aforesaid and, so far as may be legal, from time to time sell, demise, let, mortgage or dispose of the same,

- (b) initiate new projects, programs or activities, but the Board may not spend more than a total of the spending threshold set and agreed upon at the immediately preceding AGM on such projects, programs or activities,
- (c) erect, maintain, improve or alter any buildings or other equipment for the purposes of the Society,
- (d) borrow or raise money by any lawful means whatsoever and without limiting the generality aforesaid by the issue of or upon security of bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Society, or by mortgage or charge of all or any part of the property of the Society in accordance with the provisions of the Bylaws and the authority of a special resolution of the Society,
- (e) raise or secure the payment or repayment of money in such manner as they may decide,
- (f) establish special trust funds or reserve funds in order to secure, purchase or accept gifts, legacies, and properties,
- (g) ensure that receipts issued for any donations, legacies and gifts are received in compliance with the Society's policies and in accordance with the requirements of the *Income Tax Act* and Charities Directorate.

9.3 The signing authorities for the bank account are any two of the president, treasurer and one other member of the Board as appointed by the directors.

9.4 All operations of the Society will be carried on without the purpose of profit or gain for its members. Any profits or other gains to the Society shall be used in promoting its charitable purposes.

Distribution of Assets on Wind Up of the Society

9.5 That on the dissolution or termination of the Society, after all debts have been paid or provision for payment has been made, the assets remaining will be transferred or delivered, subject to the provisions of the *Income Tax Act*, to a qualified eligible donee as defined by the Charities Directorate or to the Crown.