

CHILLIWACK RINGETTE ASSOCIATION

Annual General Meeting Minutes

6TH MAY 2017 3:00

at Sardis Library – 5819 Tyson Road, Chilliwack BC, V2R 3R6

Executive Present:

Shannon Bettles, President
Nicole Borges, Vice President
Laureen Benton, Secretary
Christine McPhee, Treasurer
Mike Kinar, Director
Julie Bauer, Director

Regrets:

Michelle Purdon, Director

1. Call to Order

- The President called the AGM to order at 15:04.
- Board members introduced themselves to the members present.
- The President acknowledged that a quorum of the membership was present.

2. Adoption of the agenda

- Shannon suggested one change to the agenda that the third point “declaration of voting” should be removed and changed to “special resolutions”.

Tracy Wolbeck moved that the agenda with amendments be adopted. Seconded by Christine McPhee. CARRIED.

3. Special Resolution

- A special resolution was circulated to the membership prior to the Annual General Meeting. The special resolution changes the Association’s constitution and by-laws to bring them into accordance with the New Societies Act.
- Christine McPhee moved that the Chilliwack Ringette Association adopt the special resolutions as presented (attached to these minutes). Seconded by Julie Bauer. CARRIED.

4. Nominations

The President made a first call for nominations from the floor.

- Tracy Wolbeck would like to let her name stand for position of Secretary.

5. Annual reports

Annual reports were presented by the board members and circulated to the membership prior to the meeting (attached).

- President – Shannon Bettles
- Vice President – Nicole Borges
- Equipment Manager – Christine McPhee
- Director of Coaching – Nicole Borges
- Treasurer - Christine McPhee
- Registrar – Laureen Benton
- Director of Officials – Nicole Borges
- Director of Athlete Development – Mike Kinar

6. Presentation of the Financial Report

- Christine McPhee presented the 2016 financial report of the Chilliwack Ringette Association.

Julie moved that the 2016 financial report be accepted. Mike Kinar seconded the motion.
CARRIED.

7. Election of Executive

- The President made a second call for nominations from the floor.
- Laurie Benton nominated Donna Allen for the position of Ways and Means. Donna let her name stand.
- The President made a third call for nominations from the floor.
- Jamie Benton commented that of all the committees vacant on the executive the fundraising really needs filling.

The membership voted by show of hands that Tracy Wolbeck be elected to the board of directors in the position of Secretary. CARRIED.

The membership voted by show of hands that Donna Allen be elected to the board of directors in the position of Directors of Ways and Means. CARRIED.

The following board members allowed their names to stand for another term and were elected to the board of directors:

President: Shannon Bettles
 Vice President: Nicole Borges
 Registrar: Laureen Benton
 Director of Officials: Nicole Borges
 Director of Coaching: Nicole Borges
 Director of Athlete Development: Mike Kinar
 Equipment Manager: Christine McPhee
 Director at Large: Michelle Purdon
 Director at Large: Julie Bauer

8. General Discussion/Questions

- Donna Allen will be happy to organise a fundraising event for the association on 30th September, 2017.
- Tracy Wolbeck asked for clarification on the position of Director of Evaluations, which is a position on the board that oversees athlete evaluations for placement on teams.

9. Adjournment

Tracy Wolbeck motioned that the meeting be adjourned at 3:37pm. Seconded by Mike Kinar. CARRIED

President's Report

Shannon Bettles

In March, 2016 Chilliwack ringette was reborn. The vision - to provide ringette athletes, players and coaches a place to play and have fun in ringette locally.

Much work was done this year to realize this vision. I must firstly acknowledge the work of fellow founding members: Laurie Benton, Christine McPhee and Nicole Borges, each of whom has taken on multiple administrative and active roles. Julie Bauer, Michelle Purdon and Mike Kinar are also deserving of much recognition as they dared to join us in forming the first executive board of our association. Many positive initiatives have begun which will benefit our Association well. Without the tireless work of these volunteers as well as the coaches and managers that joined us this season, the idea of a Chilliwack Ringette Club would not have left the ground.

The initial work undertaken last spring involved registering with the BC Register of Societies, creating a constitution and bylaws, working with the City of Chilliwack to obtain ice, recruiting players and building relationships with the Lower Mainland Ringette League and the BC Ringette Association. We have had overwhelming support from these groups in too many ways to mention here. Big thanks to Mike Stadnyk, Nicole Robb, Colin Ensworth and the Parks and Recreation staff of the City of Chilliwack.

The local community, as well, has had a positive response to our efforts. Our first Come Try Ringette saw over 30 participants and was made possible by the Harvest Cafe, Triple B Plumbing, Panago Pizza, the Lower Mainland Ringette Legacy Fund, and the Lower Mainland Ringette AA U16 team. Other in-kind or financial donations were received by Barbara Bettles, Spent Technologies, Triple B Plumbing, Tim Hortons, Chilliwack Minor Hockey, ViaSport, Fraser Valley Ringette, Don Young Photography and Streamline Ringette. Many, many thanks to these organizations and individuals.

Registration proved better than we initially expected, with 21 athletes ages 4 - 11 signing up. The numbers meant that two teams were formed, instead of the planned one. Being a new association meant many growing pains such as a shortage of ice, a need to develop coaches and the requirement of two sets of equipment and jerseys. The Association handled these challenges well, finding extra ice, obtaining donations of equipment and undertaking some creative fundraising. The board was pleased that we were able to obtain some grants, including a \$3000 from ViaSport, which helped keep startup costs from transferring to ringette families and potentially deterring registration numbers.

Our inaugural year, too, was a growing one. I believe our U10 team had the most spirit in the league, losing graciously at first to more experienced teams, and working hard to improve and even winning games at the end of the season. Our U7s were tenacious little bears, benefiting immensely from the great experience (and patience) of our coaches. The vast amount of improvement we have seen in our athletes came as somewhat of a surprise seeing as the majority of our skaters were new and all were

new to the sport. I believe this earns us all - parents, coaches and players alike - a very big congratulations!

Our teams competed in the Fraser Valley Ringette Michelle Vandale Spirit of Winter Tournament as well as the Poco Jamboree at the end of the season. Many thanks to the Spirit of Winter Tournament organizers for including us at no extra charge.

Plans for next season are already underway. A Come Try Ringette event is scheduled and there are more than 15 players already signed up. Our registration system will be improved this year and we are looking towards the possibility of housing three teams. We have much work to do - more ice will be obtained and more equipment will be required. We are applying to gaming funds and other grants which we hope will offset the extra costs. We will continue to rely on the support of our member families to fill volunteer positions required to keep the association running. We will need continue to need coaches, officials, board members and managers to work behind the scenes, as well as parent volunteers to help with scoresheets and time keeping duties.

2017-2018 season promises to build on the successes and lessons learned from this season. We appreciate the members' continued support as we navigate somewhat unknown waters and iron out the administrative details. Watch for more opportunities to participate in ringette camps, fundraisers and promotional events. We hope to have Chilliwack Ringette clothing on offer next season, more ice time and even more fun events.

Vice President's Report

Nicole Borges

As Vice President, I've tried to support our President and board as we navigate through the season. This includes going to our Lower Mainland Ringette League (LMRL) Board Meetings, AGM of BC and our own board meetings. I have actioned the jobs that required my attention. Some of the challenges that have come up are: referees, coaching certification and obtaining ice.

Equipment Manager Report

Christine McPhee

Since this was the inaugural season for Chilliwack Ringette, there was a lot of equipment that we needed to obtain. We were able to acquire equipment from various sources including donations from Chilliwack Minor Hockey and BCRA, jerseys from Tim Hortons, as well as purchasing new items. Items that we need to look at purchasing for the upcoming season include: Jerseys, new shooter tutors (we bought the incorrect ones last year), another first aid kit, goalie gear, and some more ringette sticks. We hope to find a sponsor to help cover the cost of jerseys.

Thank You.

Director of Coaching

Nicole Borges

I am proud to report that we have 3 newly certified coaches, 3 already holding certifications all whom have their Criminal Record Check's completed. We had some CITs (coach in training) come out and help us with our youth – Jocelyn McComb & Quiana Borges. We've been working with BC Ringette Association to get more support with regards to coaching as well. This coming season we hope to have the coaching & bench staff applications online to make it easier and more accessible to our members.

Registrar's Report

Laureen Benton

We did it! When we were unsure if we would have ice or any players, we managed to successfully form two teams. This accomplishment should be noted as a brilliant success.

Chilliwack Ringette Association for the 2016-17 inaugural season was composed of two teams;

U7 team – 12 players aging from 4-8 years of age.

U10 team – 10 players aging from 7-12

(U10 team was brought down to the U9 division for the remainder of the season from mid January).

Our registration fee this season was low. Unfortunately, the cost did not cover the cost of the ice we used and so we will likely have to increase our registration fee. However, similar to other associations we will look into offering early bird incentives, family discounts, payment plans, etc to help our families with budgeting for the years as well as allowing the association to plan appropriately for the beginning of the season.

Our registration form this year was created using a Google Forms Document. This method enabled us to deliver a straightforward, easy to use document for free. Our aim was to have registration ready for our first Come Try It session in May 2016. However, logistical issues got in the way and this Google form was easy to send out as well as have available online on our website. It was perfect for our first year.

Moving forward, we are setting up the Karelo e-Service system for registration. This service is relatively inexpensive and will be able to have our association information, registration details as well as payment on the site. We are hoping to have the option of payment plans, credit card payments and other easy to use features. We are hoping the service will be ready for this years Come Try Ringette session on the 13th May.

Director of Officials

Nicole Borges

As the only certified referee in our association it's been a bit of a challenge, one that we've discussed at our board meetings and need to address this coming season. We are looking within our association to see if there are any parents or siblings that are wanting to become certified, then sourcing out the hockey association as they've shown interest. So please if you have any questions, interest in becoming a ref, come see me! It is fun and extremely rewarding.

Player Development Report

Mike Kinar

Let me begin by saying it has been an honour and privilege to serve on the Board of Directors for the Chilliwack Ringette Association. It is an amazing opportunity for a sport to grow when the individuals leading the development possess the passion for the sport, the continued commitment to the sport's development, and vast personal experiences and successes within the sport. Thank you to all the members of the Board for allowing me to be a part of this experience.

For the purpose of our first year as an Association, I approached Player Development as having two responsibilities: first, was the development of sport specific skills and resources; second, was developing the awareness and involvement in the sport as a whole.

Skill Development:

Two skating instructors were brought in, each with different backgrounds and focus. As the number of athletes, teams, and ice-times increase there will be more opportunity for these types of special instructors. Primary goal is to develop a resource base of instructors for future coaches.

Sport Awareness:

Increase the number of athletes involved in the sport through education. The Kids Expo was an excellent opportunity to bring awareness to the sport. Many connections were made and I expect a good return on our investment of time, as there were many people interested in having their children play ringette. Thank you to all the players and parents who volunteered their time to make this event a success.

An immediate return on the Kids' Expo was a request to have a similar display at the Yarrow Community BBQ and Block Party on the 27th of May. Any parents and/or athletes who are able to volunteer that day can speak to me after the meeting. Your participation is greatly appreciated.

Looking forward to the 2017-2018 season.

Chilliwack Ringette Association

S-0065607

NOTICE OF SPECIAL RESOLUTIONS

The Board of Directors of the Chilliwack Ringette Association (the "Society") hereby gives notice of the following special resolutions, which will be debated and voted on at the annual general meeting at 3:00pm on May 6th at Sardis Library, Chilliwack.

Dated at Chilliwack, British Columbia, April 16, 2017.

By Shannon Bettles, President, for the Board of Directors

MOVED AS SPECIAL RESOLUTIONS THAT:

I. THE SOCIETY FILE A TRANSITION APPLICATION UNDER THE SOCIETIES ACT SO SOON AFTER NOVEMBER 28TH, 2016 AS THE DIRECTORS DEEM FIT.

II. CLAUSES 1 AND 2 OF THE SOCIETY IN THE TRANSITION APPLICATION BE AS FOLLOWS:

1. The name of this Society is "Chilliwack Ringette Association".
2. The purposes of the Society are:
 - (a) To organize, promote and support the sport of ringette in the Eastern Fraser Valley and Chilliwack.
 - (b) To provide coaching, training, competitions, tournaments and referees for ringette players in the Eastern Fraser Valley and Chilliwack,
 - (c) To be a member of British Columbia Ringette Association,
 - (d) To encourage participation, fun, fitness and sportsmanship through ringette,
 - (e) Do all such things as may be incidental and ancillary to the attainment of these purposes."

III. THE BYLAWS BE RESCINDED, AND REPLACED WITH THE FOLLOWING:

Part 1 - Interpretation

- 1.1** In the constitution and the bylaws:
- a) "Act" means the Societies Act, and "Regulations" means any regulations enacted under the Act,
 - b) "AGM" means an annual general meeting,
 - c) "Board" or "Board of Directors" means the directors of the Society for the time being, acting as a body,

- d) “director” means a director of the Society,
- e) “general meeting” includes an AGM and a special general meeting,
- f) “member” means a member of the Society,
- g) “registered address” means a member’s address as recorded in the register of members,
- h) “Society” means Chilliwack Ringette Association,
- i) “constitution”, “bylaws”, “special resolution” and “ordinary resolution” have the meaning given to them in the Act,
 - Under the new Act, the default for special resolutions will be 2/3, unless another standard is defined for some or all of the constitution or bylaws. The percentage can vary, e.g. 75%, 80%, 100%.
- j) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- k) the singular includes the plural and vice versa, and
- l) persons include corporations and associations.

1.2 1) The definitions in the Act apply to the bylaws.

2) if there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

1.3 The Society must on request provide a member a copy of the current constitution and bylaws, without charge.

1.4 The constitution and bylaws can only be altered by special resolution.

1.5 The activities and purposes of the Society must be carried on without purpose of gain for its members, and any income, profits or other accretions must be used to promote the purposes of the Society. This provision was previously unalterable.

1.6 A director must not be remunerated for acting as a director, but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society. This provision was previously unalterable.

1.7 In the event of the winding-up or dissolution of the Society, all the assets of the Society remaining after the payment or satisfaction of its liabilities, including the remuneration (if any) of a liquidator, payment to employees of the Society of any arrears of salaries or wages, and payment of any debts of the Society, must be given to British Columbia Ringette Association. This provision was previously unalterable.

Part 2 - Membership

2.1 1) The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with the bylaws and who, in either case, have not ceased to be members.

2) There are two classes of members: Voting and non-Voting.

Non-voting members are Associate members and persons who are members who have not had their 18th birthday.

Voting members include four categories of members: Player, Individual, Official, and Associate.

a) A Player Member is a person who plays ringette. This category of members are registered by the Society as a player.

b) An Individual Member is a person who supports the purposes of the Society, but who is not a player. This category of membership includes the parent (guardian) of a player who is a child. This category of members are registered by the Society as volunteer or general volunteer.

c) An Official Member is a person who coaches, referees, or organizes ringette games, tournaments, and league activities. This category of members are registered by the Society as Coach, Official, volunteer or general volunteer.

d) An Associate Member is a business, institution or association, whether or not incorporated, that supports the purposes of the Society. This category of membership includes sponsors which are not otherwise members and are not registered by the Society.

2.2 An application for membership must:

- a) be in writing and in a form approved by the Board,
- b) include the full name, address, e-mail address, and telephone number of the applicant,
- c) indicate the category to which the applicant wishes to belong, and
- d) In the case of an applicant for Associate Membership, appoint an Authorized Representative,
- e) include such other information as the Board may require, and
- f) include annual membership dues, if required.

2.3 1) A person may apply to the Board for membership, and on acceptance by the Board and payment of annual membership dues (if required) is a member.

2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.

3) The Board may in its sole discretion require that a member:

- a) on applying and annually thereafter, complete and execute a disclosure and waiver form,
- b) in the case of a Player Member or an Official Member who is 18 or fewer years of age, submit a disclosure and indemnification agreement executed by that member's legal guardian, and
- c) become and continue to be a member of British Columbia Ringette Association.

3) The amount of annual membership dues (if any) for members of each category, and the date by which they must be paid, must be determined by the Board.

2.4 1) Membership is not transferable.

2) Membership must be renewed annually, by or before a date set by the Board.

3) The Society must send a membership renewal notice to each member a reasonable time before the date on which membership must be renewed.

4) Except where determined by the Act or the bylaws, the privileges, responsibilities of members of each category and the list of consequences for transgressions by members must be determined by resolution of the Board.

2.5 Every member and director must uphold the constitution, and must comply with:

a) the Act,

b) the bylaws,

c) any rules, regulations and policies made by the Society and by British Columbia Ringette Association, including Codes of Conduct, and

d) any rules of order governing the conduct of general meetings and of meetings of the Board.

2.6 A member ceases to be a member on:

a) delivering a written resignation to the Society,

b) death,

c) in the case of an Associate Member, on dissolution or winding-up,

d) having been a member not in good standing for 30 days, or

e) being expelled.

2.7 A member becomes a member not in good standing on failing to pay:

a) a debt due and owing to the Society, or

b) annual membership dues by the date set by the Board.

2.8 1) A member may be expelled by special resolution.

2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

2.9 1) Subject to any policies made by the Society and by the British Columbia Ringette Association, the Board may suspend or discipline a member for conduct contrary to the constitution and bylaws by a vote of which not fewer than two-thirds of the directors then in office are in favour.

2) A member who is the subject of a resolution of the Board to suspend or discipline the member must be given:

- a) reasonable notice of the meeting at which the resolution will be considered, and
- b) an opportunity to be heard at the meeting of the Board before the resolution is voted upon.

Part 3 - Meetings of Members

- 3.1** 1) General meetings must be held at the time and place, in accordance with the Act and the bylaws, that the Board determines.
2) An AGM must be held at least once in every calendar year.
3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2** 1) The Board may when it thinks fit convene a special general meeting.
2) The members may requisition a general meeting under the Act.

Part 4 - Notice to Members

- 4.1** 1) Notice of a general meeting must:
 - a) specify the place, day and hour of meeting,
 - b) include the text of any special resolution to be proposed at the meeting,
 - c) 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, and
 - d) be sent to all members not fewer than 14 days but not greater than 60 days before the meeting.2) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at that meeting.
- 4.2** 1) Notice of a general meeting must be given to:
 - a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if any.2) No other person is entitled to receive a notice of general meeting.
- 4.3** A notice may be given to a member either personally, by mail, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.
- 4.4** 1) A notice sent by mail from the Society's office is deemed to have been received two days after being mailed.
2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.

4.5 A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, Authorized Representative, or telephone number.

Part 5 - Proceedings at General Meetings

- 5.1**
- 1) The business at an AGM is to:
 - a) elect a chair, if required,
 - b) determine that there is quorum,
 - c) adopt rules of order,
 - d) approve the agenda,
 - e) minutes of the last AGM and any intervening general meetings,
 - f) consider the report of the Board on its activities and decisions since the last AGM,
 - g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
 - h) appoint an auditor, if any,
 - i) elect directors,
 - j) business arising out the financial statements, the auditor's report, the report of the Board, and any matter about which notice has been given in the notice of the meeting,
 - k) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
 - l) any members' proposals under section 81 of the Act, and
 - m) adjourn.
 - 2) The financial statements presented to an AGM must comply with the Act.
 - 3) The business at a special general meeting is limited to:
 - a) adopting rules of order,
 - b) that set out in a requisition under bylaw 3.2, if applicable, and
 - c) that determined by the Board under bylaw 3.2.
- 5.2**
- 1) Quorum at a general meeting is 66% of, but not less than three, voting members present at the start of the meeting.
 - 2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time unless a quorum of voting members is present.
 - 3) 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.
 - 4) A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether

by telephone, by other communications medium or in person, are able to communicate with each other. The Society is not obligated to take any action to facilitate the use any communications medium at a general meeting.

5.3 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 a requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the voting members who are present constitute a quorum for that meeting.

5.4 1) A general meeting can only be adjourned by ordinary resolution.

2) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

3) When a general meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as for the original meeting.

4) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

5.5 1) The Chair must chair each general meeting.

2) If the Chair is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-Chair must be chair.

4) If neither the Chair nor the Vice-Chair is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, and the Board has not appointed or engaged another qualified person to be chair, the members present may elect an individual who is present to be chair.

5.6 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.

2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.

5.7 1) Each Player, Individual or Official Member who is 18 years of age or older and in good standing is a voting member, and has the right to one vote at a general meeting.

2) A member who is fewer than 18 years of age, and an Associate Member, cannot vote.

3) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must under the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.

4) Voting must be by show of hands, except when a secret ballot is required by:

- a) the bylaws or Act,
 - b) ruling of the chair, or
 - c) ordinary resolution, voting on which must be by show of hands.
- 5) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
- 6) All members have the right to notice of, to attend and to speak at general meetings. A member who is not in good standing cannot vote.
- 7) Proxy voting is prohibited.

5.8 Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Rules of Order must be used.

Part 6 – Board of Directors

6.1 Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Society.

6.2 1) A director must, when exercising the powers and performing the functions of a director:

- a) act honestly and in good faith with a view to the best interests of the Society,
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
- c) act in accordance with the Act and Regulations, and
- d) subject to paragraphs (a) to (c), act in accordance with the bylaws.

2) Without limiting subsection (1), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Society.

3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.

4) Nothing in a contract or the bylaws relieves a director from

- a) the duty to act in accordance with this Act and the Regulations, or
- b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

6.3 1) There must be not fewer than seven and not more than thirteen directors, with the number set by ordinary resolution at the AGM.

2) A candidate for election as a director, and a director, must:

- a) be qualified to be a director under section 44 of the Act,
- b) be a Player, Individual or Official Member who is in good standing,
- c) be 18 years of age or older,
- d) have been a member of the Society for not less than 30 days, and
- e) consent to the nomination, in writing or in person.

3) The directors must be elected at the AGM, and have a term of office beginning at the adjournment of that AGM, and ending at the adjournment of the next following AGM.

4) In an election of directors, each voting member has a number of votes equal to the number of directors to be elected, but must not cast more than one vote for a candidate.

5) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or the number of candidates is equal to or fewer than the number of vacancies, in which case the candidates must be declared to be elected.

6) A director may be re-elected.

7) A director who has been a director for six consecutive years immediately ceases to be a director, and must not be elected or appointed as a director for one year.

6.4 A director ceases to be a director on:

- a) the end of the director's term of office or appointment, unless the director is re-elected or re-appointed,
- b) resigning in writing,
- c) ceasing to be a Player, Individual or Official Member in good standing,
- d) death,
- e) becoming incapable of performing the duties of a director, or
- f) failing to attend three consecutive meetings of the Board.

6.5 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.

6.6 The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

6.7 The Board may appoint a member who is qualified under bylaw 6.2 to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office, for the balance of that director's term.

6.8 A director must not be remunerated for being or acting as a director, but may be reimbursed for all expenses reasonably and necessarily incurred while engaged in the affairs of the Society.

6.8 A majority of the directors must not receive or be entitled to receive remuneration from the Society under contracts of employment or contracts for services, other than remuneration for being a director.

6.9 A director must comply with the provisions of the Act with regard with regard to disclosure and to conflicts of interest.

Part 7 - Proceedings of the Board

7.1 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a simple majority of the directors then in office, but must not be fewer than three.

3) A meeting of the Board may be called by:

- a) the Chair, or
- b) any three directors, or
- c) resolution of the Board.

4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by Canada Post or e-mail. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.

5) 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 that meeting.

7.2 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

7.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of the Board need be sent to that director, and
- b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

7.4 1) Except where otherwise required, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.

2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.

3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.

7.5 A resolution in writing signed by all the directors is as valid and effective as if regularly passed at a meeting of the Board.

7.6 1) The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee.

2) The Board must by resolution determine the names, chair, members, authority and responsibilities of a committee.

3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.

7.7 Subject to the Act and the bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Officers

- 8.1** 1) The Board must at its first meeting following the AGM elect from amongst the directors a Chair, a Vice-Chair, a Secretary and a Treasurer, who are the elected officers, and may elect or appoint such other officers as it deems necessary.
- 2) The Board may:
- a) dismiss an elected officer at any time, and elect another director to take that person's place, and
 - b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.
- 3) An elected officer ceases to be an elected officer on:
- a) ceasing to be a director,
 - b) being dismissed under bylaw 8.1 (2)(a), or
 - c) resigning in writing.
- 8.2** The Chair:
- a) must supervise the other officers in the execution of their duties,
 - b) must chair all meetings of the Board and all general meetings, and
 - c) has the powers and duties generally pertaining to the office of Chair, subject to resolution of the Board.
- 8.3** In the absence or inability of the Chair, the Vice-Chair must perform the duties of the Chair.
- 8.4** The Secretary is responsible for doing, or making the necessary arrangements for:
- a) issuing notices and taking minutes of general meetings and Board meetings,
 - b) keeping the records and documents of the Society in accordance with the Act, including the register of members,
 - c) conducting the correspondence of the Society, and
 - d) filing the annual report and making any other filings with the Registrar under the Act.
- 8.5** In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.
- 8.6** The Treasurer is responsible for doing, or making the necessary arrangements for:
- a) receiving and banking all monies received by the Society,
 - b) keeping accounting records in respect of the Society's financial transactions,
 - c) preparing the Society's financial statements, and
 - d) making the Society's filings with respect to taxes.

Part 9 – Borrowing and Investment

- 9.1** The Society may by resolution of the Board borrow money, and issue bonds, debentures, notes or other evidence of debt obligations.
- 9.2** The Board must only invest the funds of the Society in investments in which a prudent investor might invest.
- 9.3**
- 1) A member may without charge inspect a record that the Society is required to keep under section 20 of the Act.
 - 2) The Board may by resolution restrict the members' rights to inspect the register of members, under section 25 of the Act.
 - 3) A director may without charge inspect a record of the Society that the Society is required to keep under section 20 of the Act.
 - 4) A person other than a member or director cannot inspect the records of the Society, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.
- 9.4** The Board must determine, by resolution, the:
- a) financial year of the Society, and
 - b) signing officers of the Society, and their authority.

Part 10 – Auditor

- 10.1** This Part applies only where the Society is required or has resolved to have an auditor.
- 10.2** At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.
- 10.3** An auditor may be removed by ordinary resolution.
- 10.4** An auditor must be promptly informed in writing of appointment or removal.
- 10.5** The auditor may attend general meetings.
- 10.6** The Board must fill all vacancies arising in the office of auditor between AGMs.”

NOTES

1. A special resolution cannot be amended.
2. 2/3 (66.67%) of the members present at the meeting must vote in favour of a special resolution for it to pass, and a quorum must be present. Only members in good standing may vote.
3. A resolution, if it passes, does not take effect until it is filed at the Registrar's office in Victoria as part of the transition application.