



T.K. SPARKS

**CONSTITUTION
of
SOUTHLANDS RIDING CLUB**

1. The name of the Society is "SOUTHLANDS RIDING CLUB"
2. The purposes of the Society are:
 - (a) For recreational or other useful purposes to foster, promote and develop interest in horsemanship generally, to promote horse care and safety practices and, without restricting the same, to organize equestrian and other horse related activities and community-based celebrations or festivals which are compatible with the above purposes;
 - (b) To train riders in exchange for monetary and other considerations;
 - (c) To purchase, own, sell, board, let for hire and rent horses;
 - (d) To lease, purchase or otherwise acquire such real and personal property and to hire such help and assistance as may be incidental to the attainment of the above objects and to expend money therefor;
 - (e) To lease from Southlands Riding and Polo Club Limited such real and personal property as may with that company be arranged, provided always that the Society bear all costs and expense of operating and maintaining such real and personal property while under lease. Provided further that should any lease of such real and personal property be terminated by expropriation proceedings or other lawful means, that the Society shall have no right to share in or claim compensation, damages or other payment for loss of or interruption in use of such real property but shall have the right to share in or claim compensation, damages or other payment for loss of or interruption in use of such personal property that was purchased by or donated to the Society;
 - (f) As incidental to the above objects to obtain donations of money and chattels or any of them for prizes for all or any exhibition or competition;
 - (g) To construct suitable grounds, tracks, grandstands, refreshment booths, fences, ditches, hurdles, obstacles, stables, and to construct, lease, own or operate one or more clubhouse, covered arenas, and other structures useful or incidental to the attainment of the above purposes;
 - (h) For the purpose of carrying out its objects to borrow or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures but only in the manner authorized by the bylaws of this Society;
 - (i) To charge admission prices to spectators and contestants in all or any of the competitions and exhibitions hereinbefore referred to; and
 - (j) For the purpose of carrying out its objects, the Society may subject to its bylaws, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

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BYLAWS

PART 1 - INTERPRETATION

Definitions

1.1 In these Bylaws, unless the context otherwise requires:

- (a) **“Address of the Society”** means the address of the Society as filed from time to time with the Registrar;
- (b) **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) **“Board Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,

and a Board Resolution passed by any of these methods is effective as though passed at a meeting of the Board;
- (d) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (e) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (f) **“Directors”** means those Persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (g) **“Electronic Means”** means any system or combination of systems, including but not limited to telephonic, electronic, radio, computer or web-based technology or communication facility, that in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location;

- (h) **"Eligible Outside Director"** means an individual who is not a Senior, Golden Age or Student Member in good standing but who is either:
 - (i) Practicing lawyer and a member in good standing of the Law Society of British Columbia; or
 - (ii) a chartered professional accountant as accredited by the Chartered Professional Accountants of Canada.

- (i) **"Eligible Party"** means:
 - (i) a Director or officer of the Society, as determined in accordance with these Bylaws; or
 - (ii) such other Person described in the *Society Act* that is appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;

- (j) **"Facilities"** shall mean all of the lands leased by the Society and any buildings and improvements thereon, which lands have a street address of 7025 Macdonald Street, Vancouver, B.C.;

- (k) **"Members"** means those Persons who are, or who subsequently become, Members of the Society in accordance with these Bylaws and, in either case, have not ceased to be Members;

- (l) **"mutatis mutandis"** means with the necessary changes having been made to ensure that the language makes sense in the context;

- (m) **"Ordinary Resolution"** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members who, being entitled to do so, vote in person at a duly constituted general meeting, or
 - (iii) a resolution that has been submitted to the Members and consented to in writing by not less than the threshold required by the *Society Act*,

and an Ordinary Resolution approved by any one of these methods is effective as though passed at a general meeting of the Society;

- (n) **"Person"** means a natural Person;

- (o) **"President"** means the Person appointed to the office of president pursuant to these Bylaws;

- (p) **"Proxy Holder"** means a Member designated in accordance with these Bylaws to attend a general meeting and to exercise voting rights on behalf of another Member;

- (q) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
 - (r) **“Registrar”** means the Registrar of Companies of the Province of British Columbia, and includes the authorized designate thereof;
 - (s) **“Society Act”** means the *Society Act*, R.S.B.C. 1996, c.433, as amended from time to time, and includes any successor legislation thereto;
 - (t) **“Society”** means Southlands Riding Club; and
 - (u) **“Special Resolution”** means:
 - (i) a resolution, of which the notice required by the *Society Act* and these Bylaws has been provided, passed by a majority of not less than 75% of the votes of those Members who, being entitled to do so, vote in person or by proxy at a duly constituted general meeting; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Society,
- 1.2 Except as otherwise provided, the definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaw and the Constitution.
- 1.3 Words importing the singular include the plural and vice versa; words importing a female Person include a male Person and a corporation.
- 1.4 The headings appearing in these Bylaws are for convenience only and in no way define, limit or enlarge the scope or meaning of the provisions of these Bylaws.

PART 2 – MEMBERSHIP

Members

- 2.1 The Members of the Society are the Members in good standing as of the date these Bylaws become effective and those Persons who subsequently become Members in good standing in accordance with these Bylaws and who, in either case, have not ceased to be Members.

Members in Good Standing

- 2.2 All Members are Members in good standing except:
- (a) any Member whose Membership has been suspended for any reason, and such Member will not be a Member in good standing until the suspension of Membership is lifted or revoked;
 - (b) any Member who has been expelled from the Society;
 - (c) any Member who has failed to pay his/her current annual or monthly Membership fee or any other subscription or debt due and owing to the Society, and who fails to remit such payment in full within thirty (30) days

following notice of such default pursuant to clause 2.20 herein. Such Member shall not be in good standing so long as the amount remains unpaid; and

- (d) any Member who is not in good standing with the Provincial Sports organization currently known as the Horse Council of British Columbia.

2.3 Membership in the Society is not transferable.

Admission of New Members

2.4 The Board may at any time and from time to time admit as additional Members any Person interested in and in sympathy with the objects of the Society, as described in the Constitution of the Society, and as long as that Person remits the current Membership fee (if any). The Board may determine the Membership category of additional Members.

2.5 All Members are required to be Members in good standing of the Provincial Sports organization currently known as the Horse Council of British Columbia.

Categories of Membership

2.6 For the purposes of this section:

- (a) ***“riding privileges”*** means the Member may ride, lunge, or otherwise utilize the Facilities for equestrian activities;
- (b) ***“voting privileges”*** means the right to vote at a meeting of the Members, including the Annual General Meeting;
- (c) ***“social privileges”*** means the right of the Member to attend social events at the Facilities, but does not include either riding or voting privileges; and
- (d) a ***“full time”*** student means a student carrying the equivalent of three or more courses in a term.

2.7 There shall be the following categories of Members:

- (a) **Senior:** a Member who has passed his/her 19th birthday. A Senior Member has riding, social and voting privileges.
- (b) **Voting Intermediate:** a Member who has passed his/her 16th birthday, but not his/her 19th birthday. A Voting Intermediate has riding, social and voting privileges.
- (c) **Intermediate:** a Member who has passed his/her 12th birthday, but not his/her 16th birthday. An Intermediate Member has riding and social privileges, but not voting privileges.
- (d) **Junior:** a Member who has not passed his/her 12th birthday. A Junior Member has riding and social privileges, but not voting privileges.
- (e) **Social:** a Member who has social privileges, but not riding or voting privileges.
- (f) **Complimentary:** a Member who has been determined by the Board to be a

Complimentary Member. A Complimentary Member has riding and social privileges, but not voting privileges.

- (g) **Honorary:** a Member who has been determined by the Board to be an Honorary Member. An Honorary Member has riding, social and voting privileges.
- (h) **Student:** a Member who has passed his/her 19th birthday and is enrolled full time in a post-secondary education institution. A Student Member has riding, social and voting privileges.
- (i) **Golden Age:** a Member who has passed his/her 65th birthday. A Golden Age Member has riding, social and voting privileges.
- (j) **1-Day-Per-Week:** a Member who rides, lunges or otherwise utilizes the Facilities for equestrian activities a maximum of one (1) day per week. A 1-Day-Per-Week Member has social privileges, and one (1) day per week riding privileges, but no voting privileges.
- (k) **2-Day-Per-Week:** a Member who rides or lunges or otherwise utilizes the Facilities for equestrian activities a maximum of two (2) days per week. A 2-Day-Per-Week Member has social privileges and two (2) day per week riding privileges, but no voting privileges.
- (l) **3-Day-Per-Week:** a Member who rides or lunges or otherwise utilizes the Facilities for equestrian activities a maximum of three (3) days per week. A 3-Day Per Week Member has social privileges and three (3) day per week riding privileges, but no voting privileges.
- (m) **Three Month Membership (One Time Only):** Available on a “one-off” basis to:
 - (i) a Person who would meet the criteria for Senior Membership (i.e.: has passed his/her 19th birthday) and who pays to the Society a lump sum amount as set by the Board from time to time. This entitles the Person to social and riding privileges at the Facilities for the period commencing on the date of payment of the lump sum and ending ninety (90) days thereafter;
 - (ii) a Person who would meet the criteria Intermediate, Student, Junior or Golden Age Membership and who pays to the Society a lump sum amount as set by the Board from time to time. This entitles the Person to social and riding privileges at the Facilities for the period commencing on the date of payment of the lump sum and ending ninety (90) days thereafter.
- (n) **Six Month Membership (One Time Only):** Available on a “one-off” basis to:
 - (i) a Person who would meet the criteria for Senior Membership (i.e. has passed his/her 19th birthday) and who pays to the Society a lump sum amount as set by the Board from time to time. This entitles the Person to social and riding privileges at the Facilities for the period commencing on the date of payment of the lump sum and ending one hundred and eighty (180) days thereafter;

- (ii) a Person who would meet the criteria Intermediate, Student, Junior or Golden Age Membership, and who pays to the Society a lump sum amount as set by the Board from time to time. This entitles the Person to social and riding privileges at the Facilities for the period commencing on the date of payment of the lump sum and ending one hundred and eighty (180) days thereafter.

Drop-In Fees

- 2.8 Any Member may purchase single-day riding privileges at the Facilities by paying a Drop-in Fee. The Drop-in Fee shall be in an amount set by the Board from time to time.

Guest Fees

- 2.9 Any guest of a Member (accompanied by a Members) may purchase single-day riding privileges at the Facilities by paying a Guest Fee. The Guest Fee shall be in an amount set by the Board from time to time. No guest may ride at the Facilities more than twice in a calendar month.

Membership Year

- 2.10 Membership is renewed annually, and a Membership year ("Membership Year") runs from November 1 of any calendar year to October 31 of the following year.

Membership Fees

- 2.11 All Membership fees are annual fees but may be paid by the Member in one annual payment, or in 12 equal monthly payments. The fees payable by Members for Membership and the time or times for the payment of such fees shall be determined by the Board from time to time. Members shall receive notice of the Membership fees payable for each calendar year. Each Member shall pay to the Society the annual fees applicable to that Member's category of Membership and method of payment.

Annual Payments

- 2.12 All annual payments of fees are due on the 1st day of November of each calendar year, or such other date as may be determined by the Board and are to be paid in full by the Member within thirty (30) days of November 1 each year. Subject to the single exception noted below, notwithstanding the actual date of payment, privileges associated with the annual payment commence on the 1st day of November of the applicable year.

Members joining the Society for the first time and who are joining on a date other than November 1 of a given year shall be entitled to have their Membership fee pro-rated, so that in their first Membership Year they pay only for those months that they are actually Members.

Monthly Payments

- 2.13 All monthly payments of fees shall be due and payable within fifteen (15) days of the date of the issuance of the monthly invoice. Notwithstanding the actual date of payment,

privileges associated with the payment of monthly dues commence on the 1st day of each month.

- 2.14 All Members who wish to pay monthly fees must provide the Society with a signed pre-authorized payment form and valid credit or debit card number, to allow the Society to automatically charge the monthly fee to that Member's credit card or debit card or twelve (12) postdated cheques which will be held by the Society, and one such cheque will be processed each month by the Society.

Fee Discounts for Families and Others

- 2.15 A fee discount may be provided to the family of a Member (the "Family Discount") on the following basis:
- (i) the "family" of a Member, for the purposes of these Bylaws, includes only those relatives of the Member who reside permanently with that Member or for whom the Member has custody or guardianship, and does not include any child over the age of nineteen (19) ("Family");
 - (ii) the Family Discount will be calculated as follows:
 - a. the two most expensive Membership fees applicable to the Family Members will be paid in full without discount; and
 - b. all other Membership fees for Family Members will be discounted by 50%; and
 - (iii) All Family Members will pay the full initiation fee, without discount.
- 2.16 The Board may, from time to time, approve a discount of a Membership fee to any Member in its sole discretion.

Charge Accounts

- 2.17 All Members may open a charge account with the Society by providing a signed pre-authorized payment form and valid credit card number, to allow the Society to automatically charge that Member's Society related expenses to that Member's credit card. All such charges are to be paid in full by the Member within 15 days of the date of the issuance of the monthly invoice.

Initiation Fee

- 2.18 All new Members or prior Members who have been expelled or prior Members who have ceased to be Members for a period greater than one month shall be required to pay to the Society an initiation fee or charge in an amount to be determined by the Board from time to time.
- 2.19 The Society may, by special resolution, admit to Membership Persons under special classifications should such classifications be deemed beneficial to the Society at any time or times, and in which case each such Member shall pay the Society such annual or monthly dues as shall be determined by the Board. In particular, the Board may grant honorary Memberships under such circumstances and provisions as the Board may decide.

Failure to Pay Fees, Charges or Debts Owning to Society

- 2.20 Should any fee, charge or other debt owing to the Society by a Member remain unpaid past the date it is due and owing, the Society may forward a notice in writing to that Member requiring payment. Such notice shall be delivered either by hand, courier, delivery or by mail posted to such Person's Registered Address, or, where the Member has provided a fax number or electronic mail address, by fax or electronic mail, respectively., and shall stipulate:
- (a) the amount of the fee, charge or other debt;
 - (b) the date on which the fee, charge or other debt was due and owing to the Society;
 - (c) confirm that failure to pay the fee, charge or other debt within thirty (30) days of the notice shall result in a suspension of all Membership privileges without further notice to the Member; and
 - (d) confirm that failure to pay the fee, charge or other debt within one hundred and twenty (120) days of the notice shall result in the Member automatically ceasing to be a Member of the Society.
- 2.21 A suspension or cessation of Membership for the failure to pay fees, charges or other debts owing to the Society may be lifted or revoked at the discretion of the Board upon payment in full by the Member or upon the Board receiving a payment plan from the Member which is acceptable to the Board in its sole discretion.

Expulsion

- 2.22 A Member may be expelled by a Board Resolution passed at a meeting of the Directors, provided the notice of the meeting specifies that such a matter is to be placed before the Directors present at the meeting, and the notice must include a brief statement of the reason or reasons for the proposed action. The Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting before the Board Resolution is put to a vote.
- 2.23 If a Member who has been duly notified of a meeting of the Board of Directors as which the expulsion of the Member is to be considered fails to appear at the meeting, the Board of Directors may:
- (a) consider the charge against the Member and proceed to exercise its disciplinary powers in the Member's absence; or
 - (b) defer consideration of the charge at its discretion and without further notice to the Member.

Cessation of Membership

- 2.24 A Person shall cease to be a Member of the Society:
- (a) upon the date which is the later of the date of delivering that Person's resignation

in writing (which includes notice by electronic mail) to the Address of the Society or by mailing it to the Address of the Society, and the effective date of the resignation stated thereon;

- (b) by failing to pay the annual Membership fee payment, any monthly Membership fee payment or any other fee, charge or debt owing to the Society, if any, within 120 days of notice by the Society as set out in clause 2.20 herein that the fee, charge or other debt is past due;
- (c) upon death, or in the case of a body corporate upon dissolution; or
- (d) upon being expelled pursuant to these Bylaws.

Compliance

2.25 Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws and the safety, riding and other policies of the Society adopted by the Board from time to time; and
- (b) further and not hinder the purposes, aims and objects of the Society.

PART 3 - MEETINGS OF MEMBERS

Annual General Meeting

- 3.1 An Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after adjournment of the previous Annual General Meeting on such date as may be determined by the Directors. Within fourteen (14) days after an Annual General Meeting, the Society shall file with the Registrar a statement in the form of a balance sheet containing general particulars of its liabilities and assets and a statement of its income and expenditures audited and signed by the auditor of the Society or if there is no auditor, by two Directors.
- 3.2 All general meetings shall be held on the Facilities or at another location within British Columbia that the Board may determine.
- 3.3 The Society may hold special general meetings on such dates as may be determined by the Board.

Notice of General Meeting

- 3.4 The Society will provide notice in writing of every general meeting, including an extraordinary general meeting, to each Member in good standing on the date notice is provided, which notice shall be provided not less than fourteen (14) days and not more than sixty (60) days before the date of the meeting. Notice shall be provided:
 - (a) by hand, delivery, courier or mail to each Member's Registered Address, or, where the Member has provided a fax number or electronic mail address, by fax or electronic mail, respectively; or

- (b) sending notice of the date, time and location of the meeting to every Member of the Society who has provided an electronic mail address to the Society by electronic mail to that address, and
- (c) ensuring that notice of the date, time and location of the meeting is posted, throughout the period commencing at least twenty one (21) days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the Members of the Society.

Contents of Notice

- 3.5 Notice of a general meeting shall include a copy of any Special Resolution to be considered at that meeting.

Business Required at Annual General Meeting

- 3.6 The Directors must place the following before each annual general meeting of the Society:
- (a) the adoption of an agenda;
 - (b) the approval of the minutes of the previous general meeting;
 - (c) the financial statement required by this section;
 - (d) the report of the auditor, if any;
 - (e) the report of the directors to the Members; and
 - (f) any further information respecting the Society required by the Bylaws or the *Society Act*.
- 3.7 The financial statement must be for the period
- (a) beginning on the end of the last completed financial year; and
 - (b) ending not more than six (6) months before the annual general meeting at which the financial statements are to be presented.
- 3.8 The financial statement must consist of:
- (a) a statement of receipts and disbursements for the period, or
 - (b) a statement of income and expenditure and a statement of surplus for the period, and a balance sheet as of the end of the period,
- but the statements need not be identified by those names.

Extraordinary General Meeting

- 3.9 Every general meeting other than an annual general meeting is an extraordinary general meeting.

Calling of Extraordinary General Meeting

- 3.10 The Society will convene an extraordinary general meeting by providing notice in accordance with section 3.4 of these Bylaws in any of the following circumstances:
- (a) at the call of the President;
 - (b) when resolved by Board Resolution; or
 - (c) when such a meeting is requisitioned by the Members in accordance with the *Society Act*.

Reduced Notice Period

- 3.11 The Members may, by simple majority consent in writing given before, during or after a general or extraordinary general meeting, waive or reduce the period of notice of the meeting.

Omission of Notice

- 3.12 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the Persons entitled to receive notice does not invalidate proceedings at that meeting.

Notice for Approval of Documents

- 3.13 Except as otherwise provided by the *Society Act* or these Bylaws, if any special business at a general meeting includes considering, approving, ratifying, adopting or authorizing any document or the execution of a document or the giving of effect to a document, the notice convening the meeting will, with respect to such document, be sufficient if it states that a copy of the document or proposed document is or will be available for inspection by Members at the Address of the Society, at some other place in British Columbia designated in the notice, or online, during usual business hours up to the date of such general meeting.

Participation in General Meetings

- 3.14 All Members must participate in general meetings by attending in person, or by proxy as allowed by these Bylaws.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

Special Business

- 4.1 Special business is:
- (a) all business at an extraordinary general meeting; and
 - (b) all business that is transacted at an annual general meeting, except,
 - (i) the consideration of the financial statements;
 - (ii) the report of the Directors;

- (iii) the report of the auditor, if applicable;
- (iv) the appointment of the auditor, if applicable; and
- (v) such other business as, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

Attendance at General Meetings

- 4.2 In addition to Members, Directors and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a general meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chair, or by Ordinary Resolution.

Quorum

- 4.3 At any general meeting of the Membership, the following must be in attendance:
- (a) a majority of the Board of Directors; and
 - (b) a number of Members greater than or equal to 5% of the total voting Members of the Society, but never less than three (3) Persons.

Lack of Quorum

- 4.4 No business, other than the election of a chair and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting will be adjourned.
- 4.5 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournment

- 4.6 In the event a general meeting cannot be held due to the lack of a quorum, such a meeting shall be terminated if it is convened upon requisition. Otherwise, it shall be deemed to be adjourned to a future date which may be determined by the Members present at the meeting place, notwithstanding the lack of a quorum, or failing that, by any two Directors. If at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed, the Members present shall constitute a quorum.
- 4.7 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.8 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

- 4.9 Except as provided in section 4.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

Chair of Meeting

- 4.10 The President, or in the absence of the President, the Vice-President shall, subject to a Board Resolution appointing another Person, preside as chair of a general meeting. If at any general meeting the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chair at that meeting.

Resolutions

- 4.11 A resolution proposed at a meeting need not be seconded and the chair of a meeting may move or propose a resolution.

Voting

- 4.12 The chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member.
- 4.13 A Member present in person at a meeting of Members is entitled to one vote, and a vote for each valid proxy that Member holds at the meeting. A Member is not entitled to vote on a resolution, either for himself or for any proxies that he holds, unless the Member is a voting Member in good standing in accordance with the Bylaws.
- 4.14 Voting is by show of hands unless a resolution is passed requiring a ballot.

Voting by Proxy

- 4.15 Proxy voting is permitted, subject to these Bylaws and in accordance with the following rules:
- (a) a Member may, by form of proxy, appoint another Member to be his or her Proxy Holder and to attend and act at a general meeting of the Society on his or her behalf;
 - (b) a form of proxy appointing a Proxy Holder must be:
 - (i) in the form attached as Schedule "A" to these Bylaws or in another form approved by the Board; and
 - (ii) signed and dated by the Member;or it is void and of no effect;
 - (c) a form of proxy must state the specific meeting at which the Proxy Holder is authorized to act on behalf of the Member, provided that if a form of proxy does not state the general meeting at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next general meeting held on or after the date indicated on the form of proxy; and

- (d) the proxy must be delivered to the Clubhouse office addressed to the attention of the Manager by no later than 4 p.m. three days prior to the date of the meeting at which the proxy shall be used.

4.16 A permanent proxy or proxy entitling a Member to vote at more than one meeting or any adjournment is void.

Consent Resolution

4.17 A resolution consented to in writing, whether by document, fax or electronic mail, and signed by all the Members is as valid and effectual as if it had been passed at a meeting of Members duly called and constituted. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing.

Temporary Absence

4.18 A Member who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax or electronic mail, of any meeting of the Members, and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meetings of Members shall be sent to that Member; and
- (b) any and all meetings of the Members of the Society notice of which has not been given to that Member shall, if a quorum of Members is present, be valid and effective.

PART 5- DIRECTORS AND OFFICERS

Directors

5.1 The Directors shall be those Persons who are from time to time elected by the Members at the Annual General Meeting or are appointed by the Board to fill a vacancy in the Board which occurs mid-term.

Number of Directors

5.2 The Society shall have at least eight (8) and no more than ten (10) Directors, with the exact number determined by the Members from time to time. The immediate past president shall be a director of the Society until the adjournment or conclusion of the annual general meeting following his or her retirement as president of the Society.

Eligibility

5.3 The following members in good standing are eligible for election to the Board of Directors:

- a. All Senior, Golden Age and Student;
- b. 1-day a week members over the age of 21-years old;
- c. 2-day a week members over the age of 21-years old;
- d. 3-day a week members over the age of 21-years old; and

- e. Social members over the age of 21-years old. The number of social members on the board of directors shall not exceed one.

- 5.4 Notwithstanding the eligibility requirements of Section 5.3, any Person who qualifies as an Eligible Outside Director may be elected or appointed as a Director in accordance with Section 5.1, provided that at no time shall the total number of Eligible Outside Directors then serving as Directors exceed two, one of which may qualify under section 1.1(h)(i) and one of which may qualify under 1.1(h)(ii).
- 5.5 No Director shall serve as a Director for more than two (2) consecutive two (2) year terms. A Director who has served two (2) consecutive two-year terms must wait for a period of one (1) year prior to being eligible to be re-elected or reappointed as a Director.
- 5.6 If a senior voting Member in good standing who is currently a Director changes their Membership to another category of Membership which would otherwise not entitle them to be a Director, they shall remain a Director until the next Annual General Meeting.

Term of Directors

- 5.7 A term of a Director is two (2) years commencing on the date elected by the Members at an Annual General Meeting.
- 5.8 Directors shall be deemed to retire from the Board after serving for two (2) consecutive terms. A retiring director is eligible for re-election, subject to section 5.3 above. If the Society fails to hold an annual general meeting in accordance with the Society Act, the directors then in office will be deemed to continue to hold office as directors until other directors are appointed or elected in their place.

Vacancy Mid Term

- 5.9 If a Director resigns or is removed from office before the expiration of his two (2) year term a Member shall be elected at the Annual General Meeting. The Board may at any time and from time to time appoint an existing Member who is otherwise qualified to act as a Director, as a Director to fill a vacancy in the Board for the balance of the term of the Director whose cessation created the vacancy.

Manner of Election

- 5.10 An election may be by acclamation; otherwise, it shall be by secret ballot.

Meetings of Directors

- 5.11 The Directors may meet, either in person or via Electronic Means at such times and places as they shall themselves determine and may elect the officers of the Society and define the duties of each office and a majority of the Board of Directors shall constitute a quorum.

Records and Filings

- 5.12 The Directors shall file with the Registrar of Companies within fourteen (14) days after an Annual General Meeting a list of the Directors, with their addresses and occupations stating the date of their election.

- 5.13 The Directors shall keep a written record of Members showing the names of the subscribers of this Constitution and by-laws and all other Members together with:
- (a) the full name and address of each Member;
 - (b) the year of admission as any new Member after these Bylaws come into effect; and
 - (c) the year in which any Person ceases to be a Member.
- 5.14 5.54 The Society through its Directors shall cause to be filed with the Registrar of Companies, in duplicate, every special resolution passed by the Society.

Consent Resolution

- 5.15 A resolution consented to in writing, whether by document, facsimile or electronic mail, and signed by all the Directors shall be as valid and effectual as if it has been passed at a meeting of the Board duly called and constituted. Such resolution may be in two (2) or more counterparts which together shall be deemed to constitute one resolution in writing.

Powers of Directors

- 5.16 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in general meeting, but nevertheless subject to the provisions of:
- (a) all laws affecting the Society; and
 - (b) these Bylaws and the Constitution.
- 5.17 Without limiting the generality of the foregoing, the Board:
- (a) shall have full control of the affairs of the Society and control of the assets, liabilities, revenues and expenditures of the Society;
 - (b) may make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into;
 - (c) shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an officer or officers of the Society the right to employ and pay salaries to employees of the Society;
 - (d) may rent the Facilities or equipment, or any portion thereof, owned by or under the control of the Society to such persons and at such times and otherwise as may be expedient in the interest of increasing the resources of the Society for the better attainment of its objects;
 - (e) may make rules and enforce regulations for the care, maintenance and use of all property belonging to or under the control of the Society and for the type and manner of activities on the land and premises owned and used by the Society; and
 - (f) may take such disciplinary action as may in the discretion of the Board be decided upon on any Member who has contravened any such rules or

regulations or other of these By-laws.

Policies and Procedures

- 5.18 The Board may establish such policies and procedures relating to the affairs of the Society as it deems expedient, provided that no such policy or procedure is valid to the extent that it is inconsistent with the *Society Act*, the Constitution or these Bylaws.

Validity of Prior Acts

- 5.19 No rule, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

Appointment and Removal of Directors

- 5.20 The continuing Directors shall be those Persons who are Directors as of the date these Bylaws become effective. A Person shall immediately cease to be a Director of the Society:

- (a) by delivering that Person's resignation in writing to the President or General Manager of the Society or by mailing or delivering it to the address of the Society;
- (b) upon death;
- (c) upon expiry of their term as Director;
- (d) by being absent from three (3) or more Directors' meetings in a twelve (12) month period without a valid excuse;
- (e) upon ceasing to be a Member in good standing;
- (f) by Special Resolution of the Members; and
- (g) by being deemed by a vote of the Board of Directors as not fulfilling his or her role as a Director and officer, or otherwise failing to uphold the obligations of a Director, including breach of privacy and disregard for the Society's rules and policies.

Officers

- 5.21 The Board shall appoint from among their number a President, Vice-President, Secretary, and Chair of the Finance Committee and such other officers as the Directors may from time to time determine. The officers shall hold office for one (1) year or until successors are appointed. The officers may be reappointed for further terms.

- 5.22 Officers may be removed and replaced before the expiration of their term of office by the Board.

Compliance

- 5.23 Every Director shall uphold the constitution and comply with the Bylaws and all Society policies.

No Remuneration

- 5.24 No Director is entitled to be remunerated for being or acting as a director, but a director is entitled to be reimbursed for all expenses that the Director necessarily and reasonably incurs while engaged in the affairs of the Society, provided that the Board may decline to reimburse a Director if such expenses have not been approved in advance.

Conflicts of Interest

- 5.25 Every Director of the Society who:

- (a) is, directly or indirectly, interested in a proposed contract or transaction with the Society; or
- (b) holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as a Director of the Society;

must disclose fully and promptly the fact, nature and extent of the interest or conflict by a notice or statement in writing, which such Director must deliver to each director of the Society.

PART 6 - PROCEEDINGS OF DIRECTORS

Directors' Meetings

- 6.1 The Directors may meet together at such time and place as they think fit for the dispatch of business and adjourn or otherwise regulate their meetings and proceedings as they see fit, subject always to these Bylaws.
- 6.2 The Past President from the previous year is eligible to attend meetings of the Board of Directors and act in an advisory capacity but will have no vote.

Regular Meetings

- 6.3 The Board may decide to hold regularly scheduled meetings to take place on the dates and times set by the Board. Once the schedule for regular meetings has been determined and notice given to the Directors, no further notice of those meetings is required to be provided to a Director unless:
- (a) the Director was not in office at the time notice of the regular meeting was provided; or
 - (b) the date, time or place of a regular meeting has been altered.

Ad Hoc Meetings

- 6.4 The Board will hold an ad hoc meeting in any of the following circumstances:
- (a) at the call of the President; or

- (b) by request of any four (4) or more Directors.

Notice of Board Meetings

- 6.5 At least three (3) days' notice in writing will be sent to each Director of:
- (a) an ad hoc Board meeting; or
 - (b) a change to a regular Board meeting for which notice was previously provided.
- 6.6 Notice shall be provided to the Directors by hand, delivery, courier or mail to each Director's Registered Address, or, where the Director has provided a fax number or electronic mail address, by fax or electronic mail, respectively.
- 6.7 No formal notice is necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

Omission of Notice

- 6.8 The accidental omission to give notice of a Board meeting to, or the non-receipt of a notice by any Director entitled to receive notice does not invalidate proceedings at the meeting.

Waiver of Notice

- 6.9 The Directors may, by unanimous consent in writing given before, during or after a meeting of the Board, waive or reduce the period of notice required for such meeting.

Temporary Absence

- 6.10 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax or email of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meetings of Directors shall be sent to the Director; and
 - (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of Directors is present, be valid and effective.

Attendance at Board Meetings

- 6.11 Every Director is entitled to attend each meeting of the Board.
- 6.12 No other Person is entitled to attend meetings of the Board, but the Board may invite any Person to attend one or more meetings of the Board as advisors, observers or guests.

Participation by Electronic Means

- 6.13 The Board or any committee formed by the Board may determine, in its discretion, to

hold any meeting or meetings of the Board or committee in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely. Where a meeting of the Board is conducted by Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

Quorum

- 6.14 The Board may fix the quorum necessary for the transaction of the business of the Board and if the Board does not fix the quorum, quorum shall be a majority of the Directors currently in office.

Lack of Quorum

- 6.15 No business, other than the appointment of a meeting chair and the adjournment or termination of the meeting shall be conducted at a Board meeting at a time when a quorum is not present.
- 6.16 If at any time during a meeting of the Board there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned.
- 6.17 All Directors who attend the meeting, either in Person or Electronic Means shall be considered to be present for the purposes of voting and for establishing a quorum.

Adjournment

- 6.18 In the event a Board meeting cannot be held due to the lack of a quorum, such meeting shall be deemed to be adjourned to a future date which may be determined by the Directors present at the meeting. If at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed, the Directors present shall constitute a quorum.

Chair of Meeting

- 6.19 The President shall be chair of all meetings of the Board, but if at any meeting the President is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-President shall be chair at that meeting.

Board Resolutions

- 6.20 The Board may pass such resolutions not inconsistent with these Bylaws as it considers necessary or advisable for the governance and conduct of the affairs of the Society and the exercise of their powers or duties including without limiting the generality of the foregoing, resolutions respecting the calling and holding of meetings of the Board and the procedure to be followed at the meetings.

Passing Resolutions and Motions

- 6.21 Any issue at a meeting of the Board, which is not required by the *Society Act*, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more

than a simple majority will be decided by Board Resolution.

Resolution in Writing

- 6.22 A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Votes

- 6.23 Each Director attending a meeting, either in person or via Electronic Means shall have one vote. All votes shall be taken by a show of hands unless a resolution is passed requiring a ballot. A Board Resolution may be passed by a majority vote of Directors present at the meeting.

Consent Resolution

- 6.24 A resolution consented to in writing, whether by document, fax, or electronic mail, and signed by all of the Directors, is as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted. Such consent resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such consent resolution shall be filed with the minutes of the proceedings of the Directors and shall be effective on the date stated therein or on the latest date stated in any counterpart.

No Casting Vote

- 6.25 The President shall not have a casting or second vote in addition to the vote to which he may be entitled as a director.

Resolutions

- 6.26 A resolution proposed at a Board meeting need not be seconded and the chair of a meeting may move or propose a resolution.

Validity of Acts

- 6.27 Subject to the provisions of the Society Act, all acts done at any Board meeting or a committee of Directors, or by any Person believing herself or himself to be a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such Director or of the members of such committee or Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Person had been duly elected and appointed and was qualified to be a Director.

Minutes, Books and Records

- 6.28 The Directors shall ensure the minutes of the Members' meetings and the Board meetings, and all other books and records of the Society required by the Bylaws of the Society, or any applicable statute or law are regularly and properly kept.
Resolutions of

the Board and financial statements of the Society shall be kept at the office of the Society and shall at all reasonable times be available for inspection by the Members.

PART 7 - COMMITTEES

Creation and Delegation to Committees

7.1 The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

Standing and Special Committees

7.2 Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

7.3 A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

Terms of Reference and Rules

7.4 In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

Meetings

7.5 The members of a committee may meet and adjourn as they think proper, and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

7.6 All committees shall keep regular minutes of their transactions and shall cause them to be recorded in books kept for that purpose and shall report the same to the Board at such times as the Board may from time to time require.

Committee Budgets

7.7 All committees shall submit to the Board an annual budget proposal for its work in the following fiscal year for approval by the Board. Once the annual budget is approved by the Board the chair of the committee shall ensure the committee remains within the

approved budget. All necessary changes to the budget need to be reported on and approved by the Chair of the Finance Committee, who shall report all such changes to the Board at the next Board meeting.

Director's Authority Over Committees

- 7.8 The Directors shall have the power at any time to remove or override any authority given to or acts to be done by any such committees except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of the committees and to fill vacancies in them.
- 7.9 No delegation of authority by the Board to any committee or Person shall preclude the Board from exercising the authority required to meet their responsibilities for the conduct of the affairs of the Society.

Quorum

- 7.10 Unless otherwise provided by the Board or these Bylaws, a majority of the members of any committee shall constitute a quorum thereof, and the committee shall meet at the call of its chair or any two members thereof.
- 7.11 Questions arising at any meeting of a committee shall be determined by the majority of votes of the members of the committee present and in case of an equality of votes the chair of the committee shall not have a second or casting vote.
- 7.12 The President shall be entitled to receive notice of, to attend and to participate in all meetings of all committees, but unless specifically appointed as a member of the committee, shall not be counted in the quorum and shall not be entitled to vote.

PART 8 - OFFICERS

Officers

- 8.1 The officers of the Society are the President, Vice President, Secretary and Chair of the Finance Committee together with such other offices, if any, as the Board in its discretion may create. All officers must be Directors.
- 8.2 The Board may, by Board Resolution, create and remove such other officers of the Society as it deems necessary and determine the duties and responsibilities of all officers.

Election of Officers

- 8.3 At the first meeting of the Board following each annual general meeting, the Board will elect the officers.

Term of Officer

- 8.4 The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with section 8.3 and continuing until the

first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

Removal of Officers

8.5 A Person may be removed as an officer by Board Resolution.

Replacement

8.6 Should any officer for any reason be unable to complete his term, the Board will remove such officer from his office and will elect a replacement without delay.

Duties of Officers

8.7 The President shall:

- (a) have the necessary authority and shall be responsible to the Board for the administration and management of the Society subject only to such policies as may be adopted and such directions as may be given by the Board;
- (b) preside at all meeting of the Society and of the Board;
- (c) ensure that the register of Members is maintained;
- (d) ensure any necessary notices of meetings, agendas and other pertinent documents are prepared;
- (e) ensure that any relevant correspondence is presented at applicable meetings and that such correspondence is dealt with as directed by the Board; and
- (f) shall supervise the other officers in the execution of their duties.

8.8 The Vice-President, if any, carries out the duties of the President if the President is absent or at the request of the President.

8.9 The Secretary shall prepare and keep minutes of meetings of the Society.

8.10 In the absence of the Secretary from the meeting, the Directors shall appoint another Person to act as Secretary at the meeting.

8.11 The Chair of the Finance Committee shall oversee the proper keeping of all financial records, budgets, monthly accounts, cash flow reports and the annual financial statements.

PART 9- PROTECTION OF DIRECTORS AND OFFICERS

Insurance

9.1 The Board must cause the Society to purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent. Such policy must be

available for viewing by the Directors upon request.

Indemnification

- 9.2 Subject to section 9.3 and the provisions of the *Society Act*, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed to which that Eligible Party, by reasons of his or her holding or having held authority within the Society:
- (a) is or may be joined as a party to such legal proceeding or investigative action; or
 - (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.
- 9.3 Notwithstanding section 9.2, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, if such Eligible Party:
- (a) has already been reimbursed for such expenses; or
 - (b) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society.
- 9.4 The Society will apply to the court for any approval of the court to the extent such approval is required by the *Society Act* or otherwise to ensure that the indemnities herein are effective and enforceable.

PART 10 - INVESTMENTS AND BORROWING

Investment and Borrowing Authority

- 10.1 In investing monies of the Society, the Board may make investments authorized by the *Trustee Act* (B.C.). Subject to the provisions of the *Society Act*, the Directors shall not be liable for any loss that may result in connection with any such investments.
- 10.2 The Board may exercise the Society's borrowing powers, with the exception that a special resolution shall be required for any borrowing in excess of \$25,000.

Investment of Property and Standard of Care

- 10.3 If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the *Society Act* or these Bylaws.

Investment Advice

- 10.4 The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances. The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

PART 11 – AUDITORS

Auditors

- 11.1 For the purposes of these Bylaws, "audit" is interpreted to mean a review by an independent accounting professional resulting in a financial report that constitutes a Notice to Reader report, a Review report, or an audit report. "Auditor" is interpreted to mean the financial professional conducting the audit.
- 11.2 The Board must, at least every three (3) years, provide for an audit of the accounts of the Society and present the resulting financial report for the preceding year at the next Annual General Meeting.
- 11.3 No Director or Person related to a Director and no employee of the Society shall conduct the audit.
- 11.4 The auditor may attend general meetings.

PART 12 - NOTICES TO MEMBERS AND DIRECTORS

Method of Giving Notice

- 12.1 Subject to specific notice requirements as set out in other sections of these Bylaws, a notice may be given to a Member either by hand, courier, delivery or by mail posted to such Person's Registered Address, or, where the Member has provided a fax number or electronic mail address, by fax or electronic mail, respectively. or alternatively by posting the notice on both the Southlands Riding Club website [www.southlandsridingclub.com] and on the message board at the Southlands Riding Club clubhouse. A notice may be given to a Director either by hand, courier, delivery or by mail to the Director's Registered Address or, where a Director has provided a fax number or electronic mail address, by fax or electronic mail respectively.
- 12.2 A notice sent by mail shall be deemed to have been given on the day following that on which the notice is posted and in proving that notice has been given by mail it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by fax or, electronic mail shall be deemed to have been given on the day immediately following that on which the notice is sent, and in proving that notice has been given by fax or electronic mail, it is sufficient to prove that the notice was properly addressed and forwarded to the fax number, electronic mail number or

other number provided by the Member.

- 12.3 The day on which notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required for notice.
- 12.4 Notice of a general meeting shall be given to:
- (a) every Member shown on the register of Members on the day notice is given;
 - (b) the President; and
 - (c) the auditor if applicable.
- 12.5 No other Person is entitled to receive notice of a general meeting.

PART 13 - CONFLICT OF INTEREST

Disclosures

- 13.1 The Society shall not enter into any transaction or contract with a Director, an officer, an employee or a Member of any committee of the Society or a family Member of any of the aforesaid Persons, or a corporation or other entity in which any of the aforesaid Persons has an interest, and no such Person shall have any direct or indirect financial interest in any transaction or contract with the Society unless:
- (a) such Director, officer, employee or committee Member on his or her own behalf or on behalf of his or her family Member or corporation or entity, as the case may be, has disclosed fully and promptly the nature and extent of the interest to the Directors;
 - (b) after his or her disclosure, the proposed contract or transaction is approved by the Directors, or reapproved by the Directors if such interest is acquired after the contract or transaction has been entered into by the Society;
 - (c) if the Person with an interest is a Director or a Member of his or her family or a corporation or entity in which both or either of them has an interest, the Director abstains from voting on the approval or preapproval of the proposed contract or transaction; and
 - (d) if the Person with an interest is a Director or a Member of his or her family or a corporation or entity in which both or either of them has an interest, the Director is not counted in the quorum at the meeting of the Directors at which the proposed contract or transaction is approved or reapproved.

Exceptions

- 13.2 Subject to the provisions of the *Society Act*, the foregoing provisions of section 13.1 shall not apply to:
- (a) the reimbursement of a Director, Member of a committee of the Society, officer or

- employee in respect of reasonable expenses incurred with the Directors' approval in carrying out the business of the Society;
- (b) the purchase and maintenance of insurance for the benefit of the Directors and officers pursuant to these Bylaws;
 - (c) any Person with an interest which is a corporation or entity in which the Director, officer, committee Member or employee, as the case may be, has a minority interest and if such Person is a corporation, the corporation is listed on any stock exchange; or
 - (d) any employee's contract of employment.

PART 14 - NON-PROFIT PURPOSE

Restriction on Purpose

- 14.1 The Society shall not carry on a business, trade, industry or profession for profit or gain except as is incidental to its purposes.

PART 15 – BYLAWS

Copy of the Constitution and Bylaws

- 15.1 On being admitted to Membership, each Member is entitled to and the Society shall give him, without charge, on request, a copy of the constitution and Bylaws of the Society.

Amendment

- 15.2 These Bylaws and the Constitution of the Society shall not be altered or added to except by Special Resolution of the Members.

Counterparts

- 15.3 These Bylaws may be signed by the applicants for incorporation in as many counterparts as may be necessary; such counterparts, together shall be deemed to be an original and constitute one instrument and notwithstanding that date of execution, shall be deemed to be executed on the date set forth above.