Draft 2025 Proposed Changes

1.2 Society Act Definitions – Society to Societies going forward through the body of the document

2.5 Application for Membership – Adding CEO

2.14 Cessation of Membership - Adding CEO

3.7 Annual General Meetings -Adding Electronic Means or online

4.14 Members Resolutions in Writing - Members may submit proposed resolutions to be considered in advance of a general meeting. Such proposals must not be greater than 500 words in length, and must include the text of any special resolution that is proposed for consideration at the general meeting.

5.6.1 Conflict of Interest

i. A Director has a conflict of interest when that individual or their immediate family member has a material personal interest, financial or otherwise, which may be closely or directly affected by a decision, transaction, or other action of the Society to which that Director is a party.

ii. If a Director knows or reasonably ought to know they have a conflict of interest in a given matter before the Board, that Director must immediately disclose the nature of the conflict to the Chair as soon as practicable after they become aware of the conflict, potential conflict, or reasonable appearance of a conflict.

iii. The conflicted Director may not vote on any matter to which their conflict applies, must refrain from attempting to influence a decision or action regarding said matter in any fashion, and must absent themself for the portion of any meeting or from any deliberations in any other form relevant to such matter.

iv. The conflicted Director shall be counted toward the quorum of any meeting of the Board at which the matter giving rise to the conflict is discussed.

5.21 Investment and Borrowing

Investment of Society's funds

A Society may invest its funds only

(a)in accordance with its bylaws, or

(b)in an investment in which a prudent investor might invest, unless the bylaws prohibit that investment.

Borrowing and issuance of securities

(1)Subject to subsection (2), a Society may (a)borrow money, and (b)issue bonds, debentures, notes or other evidences of debt obligations

(i)at any time, (ii)to any person, and (iii)for any consideration that the directors may determine.

(2) The bylaws of the Society may restrict or prohibit the Society's ability to borrow money or to issue bonds, debentures, notes or other evidences of debt obligations.

5.22 NOMINATIONS

The Board shall appoint a Nominations Committee, or itself shall serve as the Nominations Committee, at least four (4) months prior to the annual general meeting. The Nominations Committee shall seek out professional individuals to serve on the Board of Directors. In conjunction with the Committee, the Management will receive nominations for the Board of Directors until 15 days before the Annual General Meeting, at which time nominations shall be declared closed.

6.7 Passing Resolutions - Resolutions which are not required by these Bylaws or the Societies Act may be passed without a meeting by the consent of all Directors. Before it is adopted, the text of a resolution proposed by consent, including any amendments if applicable, must be sent to all Directors for consideration.

7.1 Creation and Delegation to Committees – added The members of an internal committee may meet and adjourn as they think proper and the procedure at internal committee meetings shall be governed by their Terms of Referene and Robert's Rules of Order.

8.1 Officers – added

All directors shall:

(a) keep up to date on the affairs of the Society;

(b) carry out delegated responsibilities.

(c) act honestly and in good faith with a view to the best interests of the Society;

(d) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and

(e) act in accordance with these bylaws and the BC Societies Act.

8.7 Duties of Secretary

The Secretary will be responsible for the recording and retention of minutes of all meetings of the Society
and the Board. The Secretary will work in collaboration with the Chief Executive Officer and management staff to support the operational handling of records and filings as required, and operational responsibility for these tasks rests with management unless otherwise directed by the Board.

8.8 Duties of Treasurer

The Treasurer shall:
(a) Have a demonstrated ability and/or understanding of bookkeeping procedures.
(b) Work in conjunction with staff
(i) To ensure that an annual budget is prepared;
(ii) To ensure that funds are properly
accounted for and a book of accounts is maintained so as to comply with the Societies Act;
(iii) To ensure all reports and returns are submitted and retained to comply with governmental bodies (such as but not limited to the Income TaxAct and BC Gaming);
(iv) To ensure the rendering of a detailed account of receipts and disbursements to the Board or
other members when requested; and
(v) Assess all financial undertakings to ensure they are within the annual budget

(c) Be a signing authority.

12.2 Method of Giving Notice

A notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or mail, respectively. Notice may also be posted in the Members' Section of the Society's website, providing that the Members have been given prior notice of such postings.

16.1 Rules of Order

The Rules contained in the latest edition of Robert's Rules of Order shall govern all matters of procedure not

covered in these Bylaws.

CircusWest

SHEER VERVE

Bylaws

Draft 2025

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Contents

Bylaws

Part 1. Interpretation

1.1 Definitions

In these Bylaws and the Constitution of the Society, 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 in the Notice of Address;

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 at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; 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 in person at a meeting of the Board, and a resolution so consented to is deemed to be a Board Resolution passed at a meeting of the Board;

d) **“Bylaws”** means the bylaws of the Society as filed in the Office of the Registrar,

e) **“Constitution”** means the constitution of the Society as filed in the Office of the Registrar;

f) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;

g) **“Income Tax Act"** means the Income Tax Act, R.S.C. 1985 (5th Supp), c.1 as amended from time to time;

h) **“Members”** means those Persons who have become members in accordance with these Bylaws and have not ceased to be members;

i) **“Mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;

j) **“Ordinary Resolution”** means

I. a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person, or

II. a resolution that has been submitted to the Members and consented to in writing by 75%of the Members who would have been entitled to vote on the resolution in person at a general meeting Of the Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Society;

k) **“Person”** means a natural person;

l) **“President”** means a Person elected to the office of President in accordance with these Bylaws;

m) **“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;

n) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;

o) **“Society"** means “CircusWest Performing Arts Society”;

p) **“Societies Act"** means the Societies Act, R.S.B.C. 1996, c.433, as amended from time to time; and

q) **"Special Resolution"** means:

I. a resolution respecting a change to the Bylaws passed at a general meeting by a majority of not less than 75% of the votes of those Members who, being entitled to do so, vote in person,
   1. of which the notice that the Bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
   2. if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given, or

II. a resolution respecting a change to the Bylaws, 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, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Society.

1 .2 Societies Act Definitions

The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

Part 2. - Membership

2.1 Membership

Membership in the Society will be restricted to:

a) those Persons who are Members in good standing on the date these Bylaws come into force; and
b) those Persons whose subsequent application for admission as a member has been accepted by the Directors provided, in each case, that such Person has not ceased to be a Member pursuant to Section 2.14.

2.2 Classes of Membership

There will be two (2) classes of membership, being a) Regular Member, and b) Life Member

2.3 Regular Members

A Person may be eligible to be accepted as a Regular Member if:

a) They are an adult, or a parent of a child, who has paid the yearly membership fees along with the regular enrollment fee for a Circus West program. The membership continues until the following August 31 after the registration is accepted, providing the student continues to pay all required enrollment fees during that 12-month period.

b) Adults who submit a membership application/fee to Circus West and are accepted by the Board. Membership fees shall be payable each Fall.

A Person who is an employee of the Society will not be eligible to be a Regular Member.

Regular Members are entitled to receive notice and to attend the general meetings of the Society, to vote at general meetings, to propose motions or resolutions, and, to hold office as a Director or officer of the Society.

2.4 Life Members

A Life Member receives their status after being formally nominated by seven Regular Members, and then having such nomination ratified at the Annual General Meeting.

Life Members are deemed to continue from year to year, are exempt from the requirement to annually renew membership, and are exempt from the payment of annual membership dues determined by the Board, if any.

Life Members are entitled to receive notice and to attend the general meetings of the Society

2.5 Application for Membership

A Person may apply to the Society in a form approved by the Board to become a Member and on acceptance by the Chief Executive Officer or the Board and will be a Member in the appropriate class as determined by the Board.

An application for membership must include payment of any applicable membership dues, fees, or levies.

The Board shall define membership fees each year, prior to Fall registration.

The Board, in its sole discretion, may accept, postpone, or refuse an application for membership by Board Resolution. If the Board postpones or refuses an application for membership, it will provide a brief statement of the reasons for the decision to the Person ~~or Organization~~ whose application is postponed or refused.

2.6 Membership not Transferable

Membership is not transferable.

2.8 Term of Membership

Once accepted by the Board as a Regular Member a Person continues as a Member until August 31 of:

a) the current calendar year, if the Person is accepted as a Member between January 1 and May 31; or

b) the following calendar year, if the Person is accepted as a Member between June 1 and December 31.

2.9 Renewal and Reapplication of Membership

A Member may apply for renewal of membership prior to its expiry in such manner as may be determined by the Board and may reapply for membership after its expiry in accordance with Bylaw 2.6.

A renewal of membership must include payment of any applicable membership dues, fees, or levies.

2.10 Dues

The Board will, by Board Resolution, determine all dues payable by Regular Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil.

Life Members are exempt from the payment of annual membership dues, but may, in the Board's discretion, be subject to other dues, fees and levies as determined by the Board from time to time.

2.11 Standing of Members

All Members are deemed to be in good standing except:

a) a Member whose membership has been suspended or is otherwise subject to member discipline by the Board in accordance with the Society's discipline policies and procedures; or
b) a Member who has failed to pay such membership dues, ~~fees or levies~~ course fees, and/or other fees as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such dues, fees or levies remain unpaid.

Only Regular Members who are in good standing are permitted to attend, speak or vote at the Annual General Meeting.

2.12 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

a) uphold the Constitution and comply with these Bylaws and the policies of the Society adopted by the Directors from time to time;
b) abide by the Society's applicable codes of conduct, if any; and
c) further and not hinder the purposes, aims and objects of the Society.

2.13 Expulsion and Discipline of Member

A Member (or child of member who is a student in a Circus West program) may be expelled, suspended or otherwise disciplined by Board Resolution for conduct which, in the Opinion of the Board:

a) is improper or unbecoming for a Member;
b) is likely to endanger the reputation or hinder the interests of the Society;
c) is contrary to an applicable code of conduct; or
d) is a breach of the Constitution, these Bylaws or such policies as may be established by the Board.

Notice of a Board Resolution to expel, suspend or discipline a Member will be accompanied by a brief statement of the reasons for the action and a copy of the notice will be provided to the Member who is the subject of it.

The Member who is the subject of the proposed expulsion, suspension or discipline will be provided an opportunity to respond to the statement of reasons at or before the time the Board Resolution is considered.

If the proposed disciplinary action involves a 30-day or less suspension, the member (or child of member who is a student in a Circus West program) shall be given a minimum seven-day notice of the proposed discipline (including reasons) and have the opportunity to make a written submission to the Board prior to a decision being made.

If the proposed disciplinary action involves more than a 30-day suspension, or expulsion, the member (or child of member who is a student in a Circus West program) shall be given a minimum seven-day notice of the proposed discipline (including reasons) and have the opportunity to make an in person submission to the Board prior to a decision being made.

If a child who is a student in a Circus West program is being disciplined, their parent/guardian shall be given notice, and be permitted to participate in the interview process.

2.14 Cessation of Membership

A Person will immediately cease to be a Member:

a) upon the date which is the later of the date of delivering their resignation in writing to Chief Executive Officer of the Society or to the Address of the Society and the effective date of the resignation stated thereon; or
b) at the conclusion of their term, unless renewed in accordance with Bylaw 2.9;
c) upon the date which is 30 days from the date on which such Member ceased to be in good standing for non-payment of dues, fees or levies: or
d) upon their expulsion; or
e) upon their death

Part 3. Meetings of Members

3.1 Time and Place of General Meetings

The general meetings of the Society will be held at such time and place, in accordance with the Societies Act, as the Board decides. Board meetings and Board Committee meetings are not general meetings.

3.2 Extraordinary General Meeting

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

3.3 Calling of Extraordinary General Meeting

The Board may, whenever it thinks fit, convene an extraordinary general meeting.

3.4 Notice of General Meeting

The Society will give not less than 14 days' written notice of a general meeting to those Members entitled to receive notice, as per Bylaw 12.2; but those Members may waive or reduce the period for a particular meeting by unanimous consent in writing.

3.5 Contents of Notice

Notice of a general meeting will specify the place, the day and the hour of the meeting and a brief summary of the business to be transacted at the meeting.

3.6 Omission of Notice

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

3.7 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting. This could include in person, by electronic means or online

Part 4. Proceedings at General Meetings

4.1 Business required at AGM

The following business is required to be conducted at the annual general meeting of the Society:

a) the announcement or adoption of rules of order and the agenda;
b) presentation of the financial statements;
c) presentation of the report of the Directors;
d) presentation of the report of the auditor, it any;
e) the election of Directors; and
f) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

4.2 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

4.3 Quorum

A quorum at a general meeting is ten (10) ~~voting~~ Regular Members.

4.4 Lack of Quorum

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

4.5 Loss of Quorum

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

4.6 Chair

The President (or, in the absence of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, chair all general meetings; but if at any general meeting the President, vice-president or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that they not chair that meeting, the Members present may choose one of their number to chair that meeting.

4.7 Alternate Chair

If a Person presiding as chair of a general meeting wishes to step down as chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, they may preside as chair.

4.8 Adjournment

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

4.9 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.10 Ordinary Resolution Sufficient

Any issue at a general meeting which is not required by these Bylaws or the Societies Act to be decided by a Special Resolution will be decided by an Ordinary Resolution.

4.11 Entitlement to Vote

Each Regular Member in good standing is entitled to one (1) vote on all questions to which Members are entitled to vote.

4.12 Decisions by Show of Hands, Voice Vote, or Secret Ballot

Voting will be by show of hands or voice vote recorded by the secretary of the meeting, except that, at the request of any two (2) Regular Members present at the meeting, a secret vote by written ballot will be required.

4.13 Voting by Proxy

Voting by proxy is not permitted.

4.14 Members Resolutions in Writing

An Ordinary Resolution or a Special Resolution may be in two or more counterparts which together and signed by the required number of Members will be deemed to constitute one Ordinary Resolution or Special Resolution, as the case may be. Such resolution will be filed with minutes of the proceedings of the Members 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. Members may submit proposed resolutions to be considered in advance of a general meeting. Such proposals must not be greater than 500 words in length, and must include the text of any special resolution that is proposed for consideration at the general meeting.

4.15 Special Resolutions to be filed with the Registrar

Any Special Resolution passed in accordance with the Bylaws will be filed with the Registrar in the appropriate form and will not take effect until such copy is accepted by the Registrar.

Part 5. Directors

5.1 Powers of Directors

The Board may exercise as such powers and do as such acts and things as the Society may exercise and do and which are not by these Bylaws or by statue or otherwise lawfully directed or required to be exercised or done buy the members in the general meeting, but nevertheless subject to the provisions of:

a) all laws affecting the Society; and
b) these Bylaws and the Constitution.

5.2 Management of Property and Affairs

The property and the affairs of the Society will be managed by the Board.

5.3 Directors Subscribe to and Support Purposes

Every Director will unreservedly subscribe to and support the purposes of the Society.

5.4 Composition of Board

The Board will be composed of a number of directors to be set by Board Resolution from time to time, which number will be between five (5) and eleven (11).

5.5 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

5.6 Eligibility of Directors

A Person is not qualified to become or act as a Director if they are:

a) under 19 years of age;

b) a current employee or former employee who left less than five years ago;
c) involved in or has legal proceedings against the Society;
d) in direct competition with the Society;
e) declared by a court to be incapable of managing their own affairs;
f) an undercharged bankrupt; or has been convicted in the past five years of an offence involving the

5.6.1 Conflict of Interest

i. A Director has a conflict of interest when that individual or their immediate family member has a material personal interest, financial or otherwise, which may be closely or directly affected by a decision, transaction, or other action of the Society to which that Director is a party.

ii. If a Director knows or reasonably ought to know they have a conflict of interest in a given matter before the Board, that Director must immediately disclose the nature of the conflict to the Chair as soon as practicable after they become aware of the conflict, potential conflict, or reasonable appearance of a conflict.

iii. The conflicted Director may not vote on any matter to which their conflict applies, must refrain from attempting to influence a decision or action regarding said matter in any fashion, and must absent themself for the portion of any meeting or from any deliberations in any other form relevant to such matter.

iv. The conflicted Director shall be counted toward the quorum of any meeting of the Board at which the matter giving rise to the conflict is discussed.

5.7 Election of Directors

Directors will be elected by Members at a general meeting and will take office commencing at the close of such meeting.

5.8 Term of Office

Elections for Directors will normally be held at the annual general meeting and the term of office of Directors will normally be two (2) years. However the Directors may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

5.9 Consecutive Terms and Term Limits

Directors may be elected for up to three (3) consecutive terms. A Person who has served three (3) consecutive terms as a Director may not be re-elected for at least one (1) year following the expiry of his or her latest term.

5.10 Transition

On the coming into force of these Bylaws, the above term limits will not automatically apply to current Directors and the Board will, by Board Resolution, determine the remaining terms available for each of the Directors.

5.11 Election by Acclamation

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation.

5.12 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

5.13 Voiding of Ballot

No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

5.14 Extension of term to maintain minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below the number determined by the Board in accordance with Bylaw 5.4, the Person (or Persons) previously elected as Directors may continue to hold office until such time as successor Directors are elected.

5.15 Appointment to fill Vacancy

If a Director ceases to hold office, the Board may appoint a Member as a replacement Director to take the place of such Director until the next annual general meeting.

5.16 Removal of Director

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

5.17 Ceasing to be a Director

A Person will automatically cease to be a Director upon:

(a) the date which is the later of the date of delivering their resignation in writing to the CEO of the Society or to the Address of the Society and the effective date of the resignation stated therein; or

(b) the expiry of their term;
(c) the date such Person ceases to be eligible under Bylaw 5.6; or
(d) their removal; or
(e) their death.

5.18 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director, provided that a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

5.19 Powers of the Board

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

5.20 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Societies Act, the Constitution or these Bylaws.

5.21 Investment and Borrowing

Investment of Society's funds

A Society may invest its funds only

(a)in accordance with its bylaws, or

(b)in an investment in which a prudent investor might invest, unless the bylaws prohibit that investment.

Borrowing and issuance of securities

(1)Subject to subsection (2), a Society may (a)borrow money, and (b)issue bonds, debentures, notes or other evidences of debt obligations

(i)at any time, (ii)to any person, and (iii)for any consideration that the directors may determine.

(2) The bylaws of the Society may restrict or prohibit the Society's ability to borrow money or to issue bonds, debentures, notes or other evidences of debt obligations.

5.22 NOMINATIONS

The Board shall appoint a Nominations Committee, or itself shall serve as the Nominations Committee, at least four (4) months prior to the annual general meeting. The Nominations Committee shall seek out professional individuals to serve on the Board of Directors. In conjunction with the Committee, the Management will receive nominations for the Board of Directors until 15 days before the Annual General Meeting, at which time nominations shall be declared closed.

Part 6. Proceedings of the Board

6.1 Procedure of Meetings

Meetings of the Board may be held at any time and place determined by the Board, provided that two (2) days' notice of such meeting will be sent to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Society.

6.2 Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

A Director who has, or may have, an interest (or who, in the determination of the Board, may be reasonably perceived as having an interest) in a proposed contract or transaction with the Society will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction.

6.3 Chair of Meetings

The President (or, in the absence of the President, the vice-President) will, subject to a Board Resolution appointing another Person, chair all meetings of the Board; but if at any Board meeting the President, vice-president or such alternate Person appointed by a Board Resolution is not present within 15 minutes after the time appointed for the meeting, or requests that they not chair that meeting, the Directors present may choose one of their number to chair that meeting.

6.4 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, they may preside as chair.

6.5 Calling of Meetings

The President may at any time call a meeting of the Board.

The CEO will, at the request of any two (2) Directors, call a meeting of the Board.

6.6 Notice

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual or other general meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

6.7 Passing Resolutions

Any issue at a meeting of the Board which is not required by these Bylaws or the Societies Act to be decided at a general meeting will be decided by a Board resolution requiring no more than a simple majority. Resolutions which are not required by these Bylaws or the Societies Act may be passed without a meeting by the consent of all Directors. Before it is adopted, the text of a resolution proposed by consent, including any amendments if applicable, must be sent to all Directors for consideration.

6.8 Procedure for Voting

Voting will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

6.9 Resolution in Writing

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.

Part 7. Committees

7.1 Creation and Delegation to Committees

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. The members of an internal committee may meet and adjourn as they think proper and the procedure at internal committee meetings shall be governed by their Terms of Referene and Robert's Rules of Order.

7.2 Standing and Special Committees

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.

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.

Any committee may be dissolved by Board Resolution at any time, in the Board's sole discretion.

7.3 Terms of Reference and Rules

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.

7.4 Meetings

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.

Part 8. Duties of Officers

8.1 Officers

The officers of the Society are the President, vice-president, secretary and treasurer, together with such other offices, if any, as the Board, in its discretion, may create.

The Board may, by Board Resolution, create and remove such other offices of the Corporation as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

All directors shall:

(a) keep up to date on the affairs of the Society;

(b) carry out delegated responsibilities.

(c) act honestly and in good faith with a view to the best interests of the Society;

(d) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and

(e) act in accordance with these bylaws and the BC Societies Act.

8.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers. All officers must be Directors. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

8.3 Removal of Officers

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

8.4 Replacement

Should the President or any other officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

8.5 Duties of President

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

8.6 Duties of Vice-President

The vice-president will assist the President in the execution of his or her duties and will carry-out those duties in the absence of the President. The vice-President will carry out such other duties and responsibilities as may be assigned by Board Resolution.

8.7 Duties of Secretary

The Secretary will be responsible for the recording and retention of minutes of all meetings of the Society and the Board. The Secretary will work in collaboration with the Chief Executive Officer and management staff to support the operational handling of records and filings as required, and operational responsibility for these tasks rests with management unless otherwise directed by the Board.

8.8 Duties of Treasurer

The Treasurer shall:
(a) Have a demonstrated ability and/or understanding of bookkeeping procedures.
(b) Work in conjunction with staff
- (i) To ensure that an annual budget is prepared;
- (ii) To ensure that funds are properly accounted for and a book of accounts is maintained so as to comply with the Societies Act;
- (iii) To ensure all reports and returns are submitted and retained to comply with governmental bodies (such as but not limited to the Income TaxAct and BC Gaming);
- (iv) To ensure the rendering of a detailed account of receipts and disbursements to the Board or other members when requested; and
- (v) Assess all financial undertakings to ensure they are within the annual budget

(c) Be a signing authority.

8.9 Absence of Secretary at Meeting

If the secretary is absent from any meeting of the Society or the Board, the Directors present will appoint another person to act as secretary at that meeting.

8.10 Combination of Offices of Secretary and Treasurer

The offices of secretary and treasurer may be held by one Person who will be known as the secretary-treasurer.

Part 9. Execution of Instruments

9.1 No Seal

The Society will not have a seal.

9.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Society may be signed as follows:

(a) by the President, together with one other director, or
(b) in the event that the President is unable to provide a signature, by any two Directors

And all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

Part 10. Borrowing

10.1 Powers of Directors

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

10.2 Issuance of Debentures

No debenture will be issued without the authorization of a Special Resolution.

10.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

Part 11. Auditor

11.1 Requirement

The Society is not required to be audited; however, if it wishes to be audited, it is required to appoint an external auditor with the qualifications described in section 42 of the Societies Act.

11.2 Appointment of Auditor at Annual General Meeting

if the Society wishes to appoint an auditor at or after its first annual general meeting, that auditor will be appointed at an annual general meeting, to hold office until they are reappointed or their successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Societies Act or until the Society no longer wishes to appoint an auditor.

11.3 Removal of Auditor

An auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the Societies Act.

11.4 Notice of Appointment

An auditor will be promptly informed in writing of his, her or its appointment or removal.

11.5 Restrictions an Appointment

No Director or employee of the Society will act as auditor.

11.6 Attendance at Annual General Meetings

The auditor may attend general meetings.

Part 12. Notices

12.1 Entitlement to Notice

Notices of a general meeting will be given to:

(a) every Person shown on the register of Members as a Member on the day the notice is given; and
(b) the auditor. No other Person is entitled to be given notice of a general meeting.

12.2 Method of Giving Notice

A notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or mail, respectively. Notice may also be posted in the Members' Section of the Society's website, providing that the Members have been given prior notice of such postings.

12.3 When Notice Deemed to Have Been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that it, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

12.4 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the 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.

Part 13. Miscellaneous

13.1 Inspection of Records

The documents, including the books of account, of the Society and the minutes of meetings of the Society and the Board will be open to the inspection of the Directors. The minutes of any meeting of the Society will be open to the inspection of Members in good standing upon reasonable written notice to the keeper of such documents but the Members will not be entitled or have the right to inspect any other document of the Society.

The Board shall, from time to time as needed, designate an information officer, who shall review and respond to all requests for information respecting the Society's records.

13.2 Electronic Participation in Meetings

The Board may determine to hold any general meeting or meeting of the Board, and a committee may determine to hold any meeting of that committee, to allow for participation, whether in whole or in part, by telephone, video conference call or similar communication equipment that allows all the Members, Directors, or Persons participating in the meeting to hear and respond to one another contemporaneously.

All such Members, Directors, or Persons so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote recorded by the secretary of such meeting. This method of voting may from time to time be used for passing resolutions.

13.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in these Bylaws will apply mutatis mutandis to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

13.4 Right to become Member of other Society

The Society will have the right to subscribe to, become a member of, and cooperate with any other Society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

13.5 Not a Reporting Society

Subject to an order of the Registrar pursuant to the Societies Act stating that the Society is a "reporting Society" as defined under the Societies Act, the Society is not a "reporting Society".

Part 14. Indemnification

14.1 Indemnification of Directors and Officers

Subject to the provisions of the Societies Act, each Director and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Society, except in relation to matters as to which they will be finally adjudged in such action, suitor proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" will mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

14.2 Indemnification of Past Directors and Officers

To the extent permitted by the Societies Act, the Society will indemnify every Person heretofore now serving as a Director or officer of the Society and that Person's heirs and personal representative.

14.3 Advancement of Expenses

To the extent permitted by the Societies Act, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

14.4 Approval of Court and Term of Indemnification

The Society will apply to the court for any approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director and each officer of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

14.5 Indemnification not invalidated by Non-Compliance

The failure of a Director or officer of the Society to comply with the provisions of the Societies Act, or of the Constitution or these Bylaws, will not invalidate any indemnity to which they is entitled under this part.

14.6 Purchase of Insurance

The Society will 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.

Part 15. Bylaws

15.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Constitution and Bylaws of the Society.

15.2 Special Resolution required to Alter or Add to Bylaws

These Bylaws will not be altered or added to except by Special Resolution

16.1 Rules of Order

The Rules contained in the latest edition of Robert's Rules of Order shall govern all matters of procedure not

covered in these Bylaws.