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KERRY TAYLOR

BYLAWS

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PART 1 - INTERPRETATION

1.1 Definitions: In these Bylaws, unless the context otherwise requires:

a. "**authorized representative**" means an authorized representative of a corporate member, pursuant to Article 2.3 hereof;

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. "**Bylaws**" means the bylaws of the Society as filed in the office of the Registrar;

d. "**President**" means a person voted by the voting members to the position of President under Part 7 of these Bylaws;

e. "**Past-President**" means a person voted by the voting members to the position of Past-President under Part 7 of these bylaws;

f. "**committee member**" means any person appointed by the Board to a committee under Part 8 of these Bylaws;

g. "**corporate member**" means a corporation, society, non-profit organization, charity, social enterprise, co-operative association, or other such entity which has become a member in accordance with these Bylaws and has not ceased to be a member;

h. "**Constitution**" means the constitution of the Society as filed in the office of the Registrar;

i. "**directors**" means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a "**director**" means any one of them;

j. "**general meeting**" means any meeting of the members, including an annual general meeting, as more particularly described in Part 3 of these Bylaws;

k. "**members**" means those persons or entities which have become members in accordance with these Bylaws and have not ceased to be members, and a "**member**" means any one of them;

l. "**ordinary resolution**" means:

i. a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members at such meeting; or

ii. a resolution consented to in writing by every member of the Society;

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m. "**registered address**" of a member or director means the address of that person as recorded in the register of Society members or the register of directors;

n. "**registered office of the Society**" means the address of the registered office of the Society as filed from time to time with the Registrar;

o. "**Registrar**" means the Registrar of Companies of the Province of British Columbia;

p. "**Secretary**" means a person voted by the voting members to the position of Secretary under Part 7 of these Bylaws;

q. "**senior manager**" means a person voted by the voting members to hold a senior management position under Part 7 of these Bylaws;

r. "**Society**" means Chilliwack Gun Club;

s. "**Societies Act**" means the *Societies Act* [SBC 2015] Chapter 18 as amended from time to time;

t. "**special resolution**" means a resolution passed at a general meeting of the Society by a majority of not less than two-thirds (66.66%) of the votes cast by those voting members at such meeting, or a resolution consented to in writing by every voting member of the Society;

u. "**Treasurer**" means a person voted by the voting members to the position of Treasurer under Part 7 of these Bylaws;

v. "**unanimous resolution**" means:

i. a resolution passed at a general meeting of the Society by a majority of not less than one hundred percent (100%) of the votes cast by those voting members at such meeting; or

ii. a resolution consented to in writing by every voting member of the Society; and

w. "**Vice-President**" means a person voted by the voting members to the position of Vice-President under Part 7 of these Bylaws.

x. "**voting member**s" shall be those members who may vote on matters requiring a vote of the members, being Regular Members, Senior Members and Life Members.

1.2 Societies Act Definitions: Except as they conflict with the definitions contained in these Bylaws, the definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Gender and Plural: Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

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PART 2 - MEMBERSHIP

2.1 Admission and Classes of Members: There will be six (7) classes of members and each member may only be a member of one class. The classes of members are as follows:

a. **Regular Member**. Regular Members are all members other than member in another class listed in this section. Regular Members:

i. Will receive notice of, and may attend and vote at, all general meetings;

ii. Will pay all membership fees, dues, and assessments as determined by the Directors.

b. **Family Member**. Family Members are a spouse or child of any Regular Member. Family Members:

i. May attend, but will not receive notice of or vote at, all general meetings; and

ii. Will be owe membership fees, dues, and assessments as determined by the Directors, and for which the Regular Member of which they are a spouse or child will pay.

c. **Junior Member**. Junior Members are any member under the age of 19 and that have been approved as a Junior Member by the Directors. A Junior Member:

i. Will receive notice of and may attend, but not vote, at any general meetings;

ii. Will pay annual membership fees, dues, and assessments as determined by the Directors; and

d. **Senior Member**. Senior Members are any member at least 65 years of age. A Senior Member:

i. Will receive notice of, and may attend and vote at, all general meetings; and

ii. Will pay all membership fees, dues, and assessments as determined by the Directors.

e. **Senior Couples Members**. Senior Couple Members are the spouse of a member whereby that member that is at least 65 years of age. Senior Couple Members:

i. May attend, but will not receive notice of or vote at, all general meetings; and

ii. Will be prescribed membership fees, dues, and assessments as reasonably required by the Society, and for which the member to which they are a spouse will pay.

f. **Honorary Member**. Honorary Members are a member who has been appointed by the Directors as such. Honorary Members:

i. Will receive notice of and may attend, but not vote at, general meetings;

ii. Will not be required to pay any membership fees, dues, or assessments determined by the Directors.

g. **Life Member.** Life Members may be nominated by a director in recognition of their service to the Society and exemplary behaviour. To become a Life Member, such nomination must

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be confirmed by an affirmative vote of at least 80% of the voting members present at a general meeting. Life Members:

i. Will receive notice of, and may attend and vote at, general meetings;

ii. Will not be required to pay any membership fees, dues, or assessments determined by the Directors.

2.2 Membership in the Society will be available only to those persons or entities as the directors may approve from time to time, who:

a. are interested in furthering the Society's purposes;

b. have applied to the Board and been accepted for membership; and

c. have satisfied any other admission requirements established by the Board for membership.

2.3 Member Conduct: Every member will uphold the Constitution and comply with these Bylaws.

2.4 Representatives of Corporate Members: A corporate member will, from time to time, appoint a person who will be its authorized representative for the purposes of attending, speaking at, and voting on the corporate member's behalf at a general meeting. A corporate member will provide the details and contact information of its authorized representative to the Secretary in such manner as prescribed by the Board.

2.5 Termination of Membership:

a. A membership in the Society is terminated when:

i. a member dies or resigns;

ii. the term of a membership, if any, expires;

iii. a member is expelled or their membership is otherwise terminated in accordance with these Bylaws;

iv. a corporate member is dissolved, liquidated or wound-up; or

v. the Society is liquidated and dissolved under the Societies Act.

b. Subject to the Societies Act, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist, and the Society's registers will be updated accordingly.

2.6 Suspension or Expulsion of Member:

a. Grounds for Suspension or Expulsion: The Board will have authority to suspend or expel any member from the Society for any one or more of the following grounds:

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i. violating any provision of these Bylaws, or other written policies of the Society;

ii. carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion; or

iii. for any other reason the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Society.

b. Notice: Prior to disciplining or expelling a member under Article 2.5 or otherwise, the Society, in compliance with the Societies Act, must promptly deliver to the member a notice of expulsion or discipline, as the case may be, containing a brief statement of the reason or reasons for the proposed expulsion or discipline.

Hearing: The member who is the subject of the proposed expulsion or discipline, as the case may be, will be given an opportunity to be heard at the general meeting before the Society renders a final decision.

PART 3 - MEETINGS OF MEMBERS

3.1 Types of Meetings: Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.2 Time and Place of Meetings: General meetings of the Society will be held in British Columbia at the time and place in British Columbia that the directors decide, provided that:

c. Annual General Meetings: An annual general meeting of the Society will be held at least once in every calendar year.

d. Extraordinary General Meetings: The directors may, when they think fit, convene an extraordinary general meeting.

3.3 Notice of Meetings:

a. Contents of Notice: Notice of a general meeting will specify:

i. the place, day and hour of meeting;

ii. the text of any special resolution to be submitted to the meeting;

iii. in case of special business, the general nature of that business.

b. Meeting Notice Period: The Society must give not less than seven (7) days' written notice of a general meeting to the members, but the voting members may waive or reduce the notice period for a particular meeting by unanimous consent in writing.

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c. Accidental Omission: The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.4 Remote Participation in Meetings: If all voting members consent thereto generally or in respect of a particular general meeting and each voting member has adequate access, such voting members may participate in a general meeting by means of such conference telephone or other audio communications facilities as permit all persons participating in the meeting to hear each other (**"Audio Communications Facilities")**, and a person participating in such a meeting by such means is deemed to be present at the meeting.

a. Provided that at the outset of each such general meeting, and whenever votes are required, the chair of the meeting will call roll to establish quorum, and will, whenever not satisfied that the proceedings of the meeting may proceed with adequate security, confidentiality, and opportunity for participation by the voting members, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

b. Voting. If the voting members determine that a meeting or meetings will be held via Audio Communications Facilities, if a vote or votes occur, voting members present at such meetings will, one-by-one, indicate their vote by stating their full name and their vote preference, following which the chair of the meeting will record that vote, tally the voting results, and determine the outcome of the votes.

3.5 Proposal by Voting Members: Voting members may send to the Society a notice of a matter that the members propose to have considered at the annual general meeting.

a. If such proposal is received by the Society at least seven (7) days' before notice of the annual general meeting is sent, the notice of the annual general meeting must include:

i. the proposal;

ii. the names of the voting members submitting the proposal; and

iii. one statement in support of the proposal, if the voting members who submitted the proposal request that such statement be included with the notice;

unless substantially the same proposal was considered at a general meeting held in the last two (2) previous calendars years before the calendar year in which the annual general meeting will be held.

b. The proposal must not exceed two hundred (200) words.

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PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 Special Business: Special business is:

a. all business at an extraordinary general meeting, except the adoption of rules of order; and

b. all business transacted at an annual general meeting, except:

i. the adoption of rules of order;

ii. the consideration of the financial statements;

iii. the report of the directors;

iv. the report of the auditor, if any;

v. the election of directors;

vi. the appointment of the auditor, if required; and

vii. the other business that, 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.

4.2 Quorum:

a. Quorum: A quorum for a general meeting is twenty-five voting members of the Society.

b. No Business without Quorum:

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

ii. 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 quorum present or until such meeting is adjourned or terminated.

c. Adjournment if no Quorum: If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, such meeting, if convened on the requisition of voting members, will be terminated; but in any other case, it will stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for such meeting, the voting members present constitute a quorum.

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4.3 Chair:

a. Except as otherwise provided for in these Bylaws, the President, Vice-President or in the absence of both, one of the other directors present, will preside as chair of a general meeting.

b. If at a general meeting there is no President, Vice-President or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or the President and all the other directors present are unwilling to act as chair, the voting members present will elect one of their number to chair the general meeting.

4.4 Adjournment:

a. 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 general meeting other than the business left unfinished at the general meeting from which the adjournment took place.

b. Notice of Adjournment: When a general meeting is adjourned for ten (10) days or more, notice of the adjourned general meeting will be given as in the case of the original meeting.

c. No Notice Required: Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.5 Seconding Not Required: No resolution proposed at a general meeting need be seconded and the chair of a general meeting may move or propose a resolution.

4.6 Voting:

a. All matters requiring a vote of the members shall be voted on exclusively by the voting members.

b. Votes Per Voting Member: Each voting member, or proxyholder therefor, will have one (1) vote on all questions arising at any general meeting.

c. Determination by Majority: Unless otherwise required by the provisions of the Societies Act or these Bylaws, all questions proposed for consideration at a general meeting will be determined by a majority of the votes cast by voting members. In the case of an equality of votes, the question will be deemed to have been lost.

d. Equality of Votes: In case of an equality of votes the chair of the general meeting will not have a casting or second vote in addition to the vote to which he may be entitled as a voting member and the proposed resolution will not pass.

e. Voting Method: At all general meetings, voting must be:

i. by a show of hands, for those voting members who are physically present at the meeting; and

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ii. by an oral vote, or another method that adequately disclose the intention of each voting member, for those voting members to who are attending the meeting remotely in accordance with Article 3.4 hereof.

f. Proof of Result of Vote: Whenever a vote has been taken upon a question, unless a poll is requested, a declaration by the chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Society is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

g. Proxy: Every voting member may by means of a proxy appoint a person who is a voting member, as nominee for the voting member, to attend and act at a general meeting in the manner, to the extent and with the power conferred by the proxy. A proxy will be in writing, and any notice calling a general meeting will include a form of proxy, or a reminder of a voting member's right to use a proxy. A proxy will be executed by the voting member or, for a corporate member, by its authorized representative, and ceases to be valid one (1) year from its date. Subject to the requirements of the Societies Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the chair of the general meeting may accept as sufficient, and will be deposited with the Secretary of the general meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

h. Poll: If at any general meeting a poll is requested on the election of a chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it will be taken in the manner and either at once or later at the general meeting or after adjournment as the chair directs. The result of a poll will be deemed to be the resolution of the general meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

4.7 Special Resolutions by Unanimous Written Consent: A resolution in writing which is identified as a special resolution and has been signed by all the voting members is as valid and effectual as a special resolution as if it had been passed at a general meeting duly called and constituted and will be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the voting 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.

PART 5 - DIRECTORS

5.1 Powers of the Board: The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by the statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:

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a. all laws affecting the Society;

b. these Bylaws; and

c. rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.

5.2 No Invalidation of Prior Acts: No rule or decision made by the voting members in a general meeting invalidates a prior act of the directors that would have been valid if that rule or decision had not been made.

5.3 Number of Directors:

a. The Board will be comprised of three (3) directors or a greater number determined from time to time at a general meeting and at least one of those directors must be a resident of British Columbia.

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

5.4 Term: Each of the directors will hold office for a term of two (2) years other than the President, Vice-President, Past-President and Secretary, who will serve as directors for the duration of their term in such positions. The voting members may by unanimous resolution determine that some or all directors' positions will have a term of less than two (2) years, the length of such term to be determined by the voting members at their discretion. For the purposes of calculating the duration of term of office for a director elected at a general meeting, 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 his term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

5.5 Election: An election of any one or more directors may be by acclamation, otherwise it will be by ballot; however, all directors must consent, in writing, to being elected unless the director is appointed, elected, or designated at a general meeting in which case such director must not refuse their position as director.

5.6 Appointment to Fill Vacancy: Subject to the requirements under the Societies Act, the directors may at any time appoint a member as a director to fill a vacancy on the Board. A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election by the voting members at such general meeting.

5.7 Removal: The voting members may by special resolution remove a director before the expiration of his term of office, and may elect a successor by ordinary resolution to complete the term of office.

5.8 Remuneration: A director may be remunerated for being or acting as a director, provided that such

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remuneration is in compliance with the requirements of the Act.

5.9 Expenses: A director may be reimbursed for all expenses necessarily and reasonably incurred by that director while engaged in the affairs of the Society.

5.10 Qualifications: Individuals who are at least eighteen (18) years of age are qualified to be directors of the Society. Further, an individual is not qualified to be a director of the Society if the individual is:

a. found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;

b. an undischarged bankrupt, or

c. convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:

i. the court orders otherwise,

ii. five (5) years have elapsed since the last to occur of:

1. the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,

2. the imposition of a fine,

3. the conclusion of the term of any imprisonment, and

4. the conclusion of the term of any probation imposed, or

iii. a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

5.11 Change of Directors: If there is a change of director, or a director changes its address, the Society must promptly file with the registrar a notice of change of directors, unless such change of director occurred at an annual general meeting in which case the Society may provide the notice of change in the annual report the Society files with the registrar.

PART 6 - PROCEEDINGS OF DIRECTORS

6.1 Meetings: The Board may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

6.2 Quorum: The Board may from time to time fix the quorum necessary to transact business, and unless

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so fixed the quorum will be a majority of the directors then in office.

6.3 Chair: The President, if any, will be chair of all meetings of the Board, but if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President, if any, will act as chair; but if neither is present, or no President or Vice-President has been appointed by the Board, the directors present may choose one of their number to be chair at that meeting.

6.4 Calling and Notice of Meetings: Meetings of the Board may be called by the President, if any, the Vice-President, if any, or any two (2) directors at any time. Written notice of the time and place for the holding of a meeting of the directors will be: (a) delivered in person, by mail, facsimile, or electronic means (including electronic mail); and (b) given not less than fourteen (14) days before the time when the meeting is to be held. A notice sent will be deemed to have been given on the day on which the notice is delivered, is personally delivered, on the date of transmission if given by facsimile or other means of electronic transmission (including electronic mail), or on the date on which it was posted, if mailed. Written notice of a meeting will not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Unless these Bylaws provide otherwise, the directors may meet at any location, on any notice and in any manner convenient to the directors.

6.5 Remote Attendance at Meeting: A director who is entitled to do one or both of participate in and vote at a meeting of directors or of a committee of directors may participate or vote, as the case may be: (a) in person, or by telephone or other communications medium if all directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other. A director who participates in a meeting in a manner contemplated in this subsection is deemed for all purposes to be present at the meeting.

6.6 Waiver of Notice: 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, facsimile, or other electronic means, including electronic mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

a. no notice of meeting of directors will be sent to that director; and

b. any and all meetings of the directors of the Society, notice of which has not been given to that director will, if a quorum of the directors is present, be valid and effective.

6.7 Decision by Majority: Questions arising at a meeting of the Board will be decided by a majority of votes. In case of an equality of votes, the chair of a meeting of the Board does not have a second or casting vote.

6.8 Seconding Not Required: No resolution proposed at a meeting of the Board need be seconded and the chair of a meeting may move or propose a resolution.

6.9 Written Resolutions: A resolution in writing, signed by all the directors and placed with the minutes

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of the directors is as valid and effective as if regularly passed at a meeting of directors.

6.10 Immediate Notice to Appointee Not Required: For a first meeting of the Board held immediately following the appointment or election of a director or directors at an annual general meeting or other general meeting, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

6.11 Disclosure of Interest:

a. Procedure: Any director who is or may be directly or indirectly interested in a proposed contract or transaction with the Society must:

i. disclose fully and promptly the nature and extent of the interest to each of the other directors, and any such disclosure will be dealt with in accordance with the Societies Act;

ii. not vote on any resolutions related to the contract or transaction;

iii. not consent to a consent resolution in respect of the contract or transaction;

iv. refrain from any action intended to influence a discussion or vote regarding the contract or transaction.

b. Evidence of Disclosure: The disclosure made under Article 6.11(a) must be evidenced in at least one of the following records:

i. the minutes of a meeting of directors;

ii. a consent resolution of directors; or

iii. a record addressed to the directors that is delivered or mailed by registered mail to the registered office of the Society.

PART 7 – SENIOR MANAGERS

7.1 Senior Managers: The directors may, but are not required to, designate senior management positions for the Society, specify their duties and, subject to the Societies Act, delegate to such senior managers the power to manage the affairs of the Society.

7.2 Qualifications: Individuals who are at least eighteen (18) years of age are qualified to be senior managers of the Society. Further, an individual is not qualified to be a senior manager of the Society of the individual is:

a. found by any court, in Canada or elsewhere, to be incapable of managing the individual's

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own affairs;

b. an undischarged bankrupt, or

c. convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:

i. the court orders otherwise,

ii. five (5) years have elapsed since the last to occur of:

a. the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,

b. the imposition of a fine,

c. the conclusion of the term of any imprisonment, and

d. the conclusion of the term of any probation imposed, or

iii. a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

7.3 Senior Management Positions and Duties:

a. Board Positions: Other than the Past-President, which position will be assumed by the previous year's President for a one-year term, the voting members will elect the senior managers of the Society for one-year terms at the annual general meeting. The directors may, subject to the Societies Act, modify, restrict or supplement the senior manager positions, duties and powers. Senior managers will have the following duties and powers:

i. **President:** The President will automatically become a director for the duration of their term as President. The President will, when present, preside at all meetings of the directors and of the members. The President will have such other duties and powers as the directors may specify;

ii. **Vice-President:** The Vice-President will automatically become a director for the duration of their term as Vice-President. The Vice-President will, if the President is absent or is unable or refuses to act, when present, preside at all meetings of the directors and of the members. The Vice-President will have such other duties and powers as the directors may specify;

iii. **Past-President:** The previous year's President will become the Past-President at the completion of their term, and the Past-President will automatically become a director for the duration of their term as Past-President. The Past-President will offer

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the senior managers their experience from their term as President and have such other powers and duties as the directors may specify. The Past-President will cease to be a director when their term as Past-President ends.

iv. **Treasurer**: The Treasurer will:

a. prepare, or cause to be prepared, all financial books and records of the Society as is necessary to comply with the Societies Act or required by the directors;
b. render financial statements to the directors, members and others when required;
c. record the Society's financial transactions;
d. Maintain an accurate record of the Society's assets and liabilities;
e. Create, or cause to be created, a financial report for each general meeting, or as required by the directors;
f. Prepare, or cause to be prepared, an annual financial report at the annual general meeting;
g. have such powers and duties as the directors may specify;
h. perform such other duties as usually pertain to the office of Treasurer; and
i. not be a director for the duration of their term as Treasurer.

v. **Secretary:** The Secretary will automatically become a director for the duration of their term as Secretary. The Secretary will prepare and maintain the minutes of general meetings and meetings of the directors, as well as maintain, physically or electronically, a copy of the following:

a. The constitution of the Society;
b. These bylaws;
c. Any resolutions;
d. Any contracts entered in to by the Society; and
e. Any other documents required by law to be held by the Society or as required by the directors.

b. Other Senior Management Roles: The powers and duties of all other senior managers will be such as the terms of their engagement call for or the directors require of them. The directors may from time to time and subject to the Societies Act, vary, add to or limit the powers and duties of any senior manager.

7.4 Removal of Senior Manager: The directors may remove, whether for cause or without cause, any senior manager. Unless so removed, a senior manager will hold their position until the earlier of:

a. the senior manager's successor being appointed;

b. the senior manager's resignation;

c. such senior manager ceasing to be a director; or

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d. such senior manager's death.

7.5 Appointment to Fill Vacancy: If the position of any senior manager will be or become vacant, the directors may, by resolution, appoint a director to fill such vacancy.

7.6 Absence of Secretary: In absence of the Secretary from a meeting, the directors will appoint another person to act as secretary at the meeting.

7.7 Remuneration: A senior manager may be remunerated for being or acting as a senior manager for the Society, provided that such remuneration is in compliance with the requirements of the Societies Act.

7.8 Expenses: A senior manager may be reimbursed for all expenses necessarily and reasonably incurred by that senior manager while engaged in the affairs of the Society.

7.9 Conflict of Interest: A senior manager who has a direct or indirect material interest in:

a. a contract or transaction, or a proposed contract or transaction, of the Society; or

b. a matter that is a subject of consideration of the directors, if that interest could result in the creation of a duty or interest that materially conflicts with the senior manager's duty or interest as a senior manager of the Society;

(a "**Conflict**")

must

c. disclose fully and promptly to the directors the nature and extent of the material interest;

d. be absent from the portion of a meeting at which the contract, transaction, or matter is being discussed; and

e. refrain from any action intended to influence the discussion or vote.

7.10 Disclosure of Conflict of Interest: A senior manager with a Conflict must evidence the disclosure of their Conflict in at least one of the following records:

a. the minutes of a meeting of directors;

b. a consent resolution of directors; or

c. a record addressed to the directors that is delivered or mailed by registered mail to the registered office of the Society.

PART 8 - COMMITTEES

8.1 Directors may Delegate: The directors may delegate any, but not all, of their powers to committees,

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in accordance with this Part 8 of the Bylaws.

8.2 Rules Imposed on Committees: A committee formed in the exercise of the powers delegated by the Board will conform to any rules imposed on it by the directors, and will report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

8.3 Committee Meetings:

a. Committee Chair: Except as otherwise provided in these Bylaws, a committee will appoint a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee will appoint one of their number to be chair of the meeting.

b. Conduct of Meetings: The committee members may meet and adjourn as they think proper.

8.4 General Provisions: Except as otherwise provided by these Bylaws, all committees are subject to the following:

a. the chair and committee members will be appointed by the directors, from among the members;

b. in addition to the members appointed pursuant to these Bylaws, the directors, may appoint to any committee, persons who are not members;

c. a committee member will serve for a term ending at the commencement of annual general following such committee member's appointment, and is eligible for reappointment for one (1) or more additional terms;

d. each committee will meet at least annually, or more frequently (a) at the will of its chair, (b) as required by its terms of reference; or (c) if so requested by the Board;

e. each committee will be responsible to, and report to the Board after each meeting; and

f. subject to any rules by the Board, each committee may establish its own rules of procedure and may appoint subcommittees.

PART 9 - BORROWING

9.1 Directors May Borrow: Subject to Article 9.2 hereof, in order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, borrow money and issue bonds, debentures, notes or other evidences of debt obligations at any time, to any person, and for any consideration that the directors may determine, in accordance with the Societies Act.

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9.2 Restrictions of Borrowing Powers: The voting members may by special resolution restrict the borrowing powers of the directors but a restriction imposed expires at the next annual general meeting.

PART 10 - AUDITOR

10.1 Application: This Part applies only where the Society is required or has resolved to have an auditor.

10.2 Appointment:

a. The first auditor will be appointed by the directors who will also fill all vacancies occurring in the position of auditor.

b. At each annual general meeting the Society will appoint an auditor, by ordinary resolution, to hold the position until he is re-elected or his successor is elected at the next annual general meeting.

10.3 Removal of Auditor: An auditor may be removed by ordinary resolution at a general meeting; however, if this occurs, the Society must appoint, by ordinary resolution at the same general meeting, a new auditor for the remainder of the term of the removed auditor.

10.4 Notice: An auditor will be promptly informed in writing of appointment or removal as set out in the Societies Act

10.5 Qualifications: A person is qualified to act as auditor of the Society only if:

a. the person is a member of, or is a partnership whose partners are members of, a provincial or territorial institute or order of chartered accountants, or a provincial or territorial organization of chartered professional accountants, within Canada; or

b. the person is certified, under section 222 of the *Business Corporations Act* (British Columbia), by the Auditor Certification Board continued under section 221 of that act.

10.6 Exclusions: A person who is not independent of the Society must not act as the auditor and, accordingly, a person cannot be the auditor if:

a. the person is

i. a director or senior manager of the Society or a person who holds an equivalent position in a subsidiary of the Society,

ii. an employee of the Society or of a subsidiary of the Society, or

iii. a partner, employer, employee or member of the immediate family of a person referred to in subparagraph (i) or (ii) above,

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b. the person, a member of the immediate family of the person, a partner of the person or a member of the immediate family of a partner of the person beneficially owns or controls, directly or indirectly, an interest in a share or a bond, debenture, note or other evidence of debt obligation of the Society or of a subsidiary of the Society,

c. the person is appointed a trustee of the estate of the Society under the *Bankruptcy and Insolvency Act* (Canada) or is a partner, employer, employee or member of the immediate family of that trustee, or

d. the person is a member of the Society and has the power, either directly or indirectly, to elect or appoint the majority of directors of the Society. Except in the circumstances described in this paragraph, membership in a Society is not to be taken into consideration in determining whether an auditor is independent.

10.7 Entitlements of Auditor: The auditor is entitled to:

a. each notice and other communication relating to the meeting to which a member is entitled;

b. attend general meetings; and

c. to be heard at the general meeting on any part of the business of the meeting that deals with financial statements of the Society or any other matter with respect to which the auditor has a duty or function.

10.8 Auditor's Report: The auditor must prepare for the members of the Society a report in accordance with section 117 of the Societies Act.

PART 11 - NOTICES

11.1 Method: A notice to a member will be given by any one or more of the following methods:

a. Electronic mail;

b. Personal delivery;

c. Mail;

d. Facsimile; or

e. Other reliable, printable communications to a member's registered address.

11.2 Deemed Delivery: A notice sent will be deemed to have been given on the day on which the notice is delivered, is personally delivered, on the date of transmission if given by facsimile or other means of electronic transmission (including electronic mail), or on the date on which it was posted, if mailed.

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11.3 Notice of AGM:

a. Notice of a general meeting will be given to:

   i. every member shown on the register of members; and

   ii. the auditor, if Part 11 of these Bylaws applies.

b. No other person is entitled to receive a notice of general meeting.

PART 12 – INDEMNIFICATION OF DIRECTORS AND SENIOR MANAGERS

12.2 Insurance:

a. Insurance Type and Limits: The Society may purchase and maintain appropriate liability insurance for the benefit of the Society and each person acting or having previously acted in the capacity of a director, senior manager or any other capacity at the request of or on behalf of the Society, which insurance will include:

   i. property and public liability insurance;

   ii. directors' and officers' (senior managers') insurance;

   and may include such other insurance as the Board sees fit from time to time, with coverage limits in amounts per occurrence, with an aggregate maximum limit and with insurers, all as deemed appropriate by the Board from time to time.

   The Society will purchase and maintain insurance for the benefit of any or all directors or senior managers against personal liability incurred by any such person as a director or senior manager.

b. Coverage Exclusions: No coverage will be provided for any liability relating to:

   i. a failure to act honestly and in good faith with a view to the best interests of the Society; or

   ii. a finding of a lack of reasonable grounds for believing that the impugned conduct was lawful;

c. Insured Parties: The Society will ensure that each director and senior manager is added as a named insured to any policy of directors' and officers' (senior managers') insurance maintained by the Society.

12.3 Obligations of Insured Party/Indemnitee: It will be the obligation of any person seeking insurance

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coverage or indemnity from the Society to co-operate fully with the Society in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Society.

12.4 Indemnity: The Society will, to the full extent permitted by the Societies Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or senior manager of the Society and his or his heirs and legal representatives.

12.5 Expenses: Expenses incurred 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 directors and upon receipt of an undertaking satisfactory in form and amount to the directors by or on behalf of the recipient to repay such amount unless it is ultimately determined that such director is entitled to indemnification hereunder.

12.6 Deemed Contract: Each director of the Society on being elected, and each senior manager of the Society on being elected or appointed, will be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities will continue in effect with regard to actions arising out of the term each director or senior manager held such position notwithstanding that such director or senior manager, as the case may be, no longer continues to hold such position.

12.7 Failure to Comply: The failure of any director or senior manager 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 such director, or senior manager, as the case may be, is entitled under this part.

PART 13 - GENERAL

13.1 Copy of Constitution and Bylaws: On being admitted to membership, each member is entitled to and, the Society will provide upon request, without charge, a copy of the Constitution and Bylaws.

13.2 General. For greater certainty, notwithstanding any other provision herein, wherever the term 'members' is used in these Bylaws in relation to voting, decision-making, or the approval of resolutions, it shall be interpreted to mean 'voting members' as defined herein.

DATE	APPLICANT FOR INCORPORATION
12/9/2025 | 2:22 PM PST	Signed by: Nick Bolton D8553E01116C43E...
	NICK BOLTON 56-5224 Weedon Place Chilliwack, BC V2R 5T9