



MEMORANDUM

To: PSO Senior Volunteers and Staff
From: Christine Wong – Executive Assistant
Date: Friday, March 29, 2019
Subject: 45 day notice - Sport BC Annual General Meeting

Dear Sport BC Members,

Sport BC is pleased to announce the 2018 Annual General Meeting that will take place

Wednesday, May 29, 2019

5:00 PM – 6:15 PM Registration and Social
6:15 PM – 8:00 PM Annual General Meeting

Richmond Olympic Oval (Legacy Suite – 3rd Floor)

In preparation for the 2018 Sport BC Annual General Meeting, the following documents are included in this package:

1. Annual General Meeting Registration Form: <https://goo.gl/forms/VJCf9gwuKqQ1twRU2>
2. Sport BC Board Nomination Process and Application
3. Information for Individuals Considering a Position on the Sport BC Board
4. Board of Directors Nomination Form
5. Sport BC constitution & bylaws

Please note:

- Confirmation of receipt of nominations for the Board of Directors will be verified in writing at the time of receipt. If you do not receive a confirmation prior to the 4:00 pm deadline on Friday, April 26, 2019 please contact Christine Wong at 604-333-3421.
- The draft 2018 Annual General Meeting minutes will be included in the next package.

Sport BC Board Nomination Process and Application

The Sport BC Bylaws state that “Only individuals nominated and seconded by a Full member, or by a Director, shall be eligible to hold office. Nominations must be received by the Society, with an indication of acceptance by the Nominee, no later than 30 days before the date of the Annual General Meeting.” (Article 4, Section 2 ii).

Current Board Members

Board Member	Last Elected	Term Expires
Carey Dillen (Chair)	2016	2019
Heather Holden (Vice - Chair)	2016	2019
Lisa Kwiatkowski (Director-At-Large)	2017	2019
Greg White (Director-At-Large)	2017	2019
Mario Ramos (Director, Finance and Audit)	2018	2020
Blair Lowther (Director-at-Large)	2018	2020

Positions Available for Nomination (Article 4, Section 4.2 iv)

Four (4) Directors-at-Large – 2 Year Term

Nominations Timeline

Note that all duly nominated individuals will be put forth for consideration for election to the Board by the membership. As outlined in the bylaws, candidates must be: 1) nominated and seconded by full members of Sport BC or a Director; 2) nominations must be accepted by the candidates and; 3) nominations must be received 30 days prior to the Annual General Meeting.

Interested parties must submit nominations by the **4:00 pm deadline on Friday, April 26, 2019**. Note that the change in bylaws at the 2013 AGM means that nominations are not accepted from the floor at the general meeting.

Nomination Process

- Candidates for the Sport BC Board must be nominated and seconded by full members, or by a Director of Sport BC.
- Nominated individuals must meet the criteria outlined in this package and in article 4, section 2(iii) of the Bylaws (as noted above).
- Once a nomination is received, a member of the Sport BC Governance Committee will contact the individual to provide an overview of the Board operations and commitment (see below for general overview) and discuss the individual's potential role on the Board.
 - The nomination and election process will also be reviewed with every candidate.
 - Individuals can then determine if they want to stand for election.

- Note that all duly nominated individuals will be put forth for consideration for election to the Board by the membership at the Annual General Meeting.

Submitting a Nomination

Nominations to the Sport BC Board of Directors are accepted from both the membership and the Board itself. There is a historical effort to seek balance on the Board with regard to background and profession to maintain a mix of business and sport experience.

Please submit the following by the **4:00 pm deadline on Friday, April 26, 2019** to Christine Wong at christine@sportbc.com:

- Completed Nomination Form (see attached)
- A current resumé and 250-word biography which highlight the nominee's career, education, sport management and volunteer experience / achievements and other relevant achievements or experience.
- Note that the 250-word biography will be used in the AGM Package to announce nominees to the Board; if it is longer than 250 words, it will be edited.

Operations of the Board

- The Sport BC Board is working towards becoming a policy board. Day-to-day operations are the responsibility of the management and staff of Sport BC.
- Appointment, assessment, and evaluation of the President & CEO or senior staff;
- Approval of the Society's strategic plan including monitoring of its implementation;
- Policy development and compliance;
- Financial oversight and risk management;
- Establishing key connections in relation to partnership development and high-level strategic advancement of Sport BC's key mandate;
- Responding to issues that impact the members and/or on behalf of the members;
- Public relations activities; and
- Representing the Society on related Boards and committees as determined by the Board.

For further information, please contact Christine Wong at christine.wong@sportbc.com.

Information for Individuals Considering a Position on the Sport BC Board

Sport BC Board members are:

- Individuals who believe in the value of sport.
- Supportive of the mandate of the Society.
- Able and willing to make the time commitment to the Society (see below for general information).
- In accordance with the bylaws, article 4, section 2(iii) no person is qualified to become or to act as a director who:
 - Is under the age of 19 years;
 - Is found to be incapable of managing such person's own affairs by reason of mental infirmity;
 - Is an undischarged bankrupt; or
 - Unless the court orders otherwise, has been convicted in or out of British Columbia of an offence:
 - In connection with the promotion, formation or management of a corporation or a society;
 - Involving fraud; or
 - Which is an indictable offence in Canada or, if the offence occurred outside of Canada, which would be considered an indictable offence under the laws of Canada had the offence occurred in Canada.

Commitment of Board Members

Each Board member is viewed as an advisor and connector for the organization. Board members are expected to:

- Review required materials in advance of all meetings;
- Participate in Board Meetings (3-6 per year – 3 in person, including one in conjunction with the AGM, the remainder by conference call);
- Participate on a Committee (Standing or Ad hoc), as deemed necessary, including attendance at committee meetings (approximately 4 per year):
 - Finance and Audit;
 - Governance;
 - Human Resources;
 - Communications and Member Relations
- Attend other Society functions as required (2 to 3 per year);
- Promote and support the mandate and work of Sport BC;
- Make themselves available to the membership and the society, as necessary; and
- Represent Sport BC on other affiliate organizations Board or Directors, as deemed necessary including SBC Insurance and other sport sector committees.

BOARD OF DIRECTORS NOMINATION FORM

Position(s) Available:

Director-At-Large (2-year term)

As per Section 4.2(ii) of Sport BC's By-Laws, "Only individuals nominated and seconded by a Full member, or by a Director, shall be eligible to hold office. Nominations must be received by the Society, with an indication of acceptance by the Nominee, no later than 30 days before the date of the Annual General Meeting."

Name of Nominee _____

Sport BC Member Association (if any) _____

Cell Phone Number _____

Email _____

I accept this nomination for a position on the Sport BC Board of Directors, as specified above.

Nominee Signature

Please include a current résumé and 250-word biography which highlight the nominee's career, education, sport management and volunteer experience / achievements and other relevant achievements or experience. Note that the 250-word biography will be used in the AGM Package to announce nominees to the Board; if it is longer than 250 words, it will be edited.

Name of Nominator _____

Sport BC Member Association (if any) _____

Cell Phone Number _____

Name of Seconder _____

Sport BC Member Association (if any) _____

Cell Phone Number _____

Please complete and return to Sport BC no later than **4:00 pm on Friday, April 26, 2019.**

MEETING MINUTES

1. Call to Order

The meeting convened at 6:20 pm by Carey Dillen, Chair. The board was all in attendance (Carey Dillen, Heather Holden, Greg White, Michael Berkeley, Lisa Kwiatkowski, Blair Lowther). Chair called the meeting to order at 6:23 pm and appointed Christine Wong as secretary of the meeting. Chair announced the first notice of meeting was circulated electronically to the membership on February 27, 2018 in the 90-day package distributed to the membership.

2. Confirmation of Quorum and voting rules

The minimum 1/3 of members were in attendance and quorum was declared by the Chair of the board. Chair went over the voting rules: Full members are represented by a voting delegate; no member may have more than one vote; each director received one vote except for election of directors; and should there be a tie, the chair will also receive one vote.

3. Adoption of Agenda

MOTION: *The membership approves of the agenda of the 2018 Annual General Meeting as presented.*

MOVED: *Greg Toll, BC Lacrosse*

SECONDED: *Rob Brown, BC Soccer*

CARRIED

4. Business arising from 2017 AGM

There was no new business to discuss from the 2017 AGM.

5. Approval of Minutes of 2017 AGM

MOTION: *The membership approves of the minutes of the 2018 Annual General Meeting as circulated.*

MOVED: *Brian Forrester, Gymnastics BC*

SECONDED: *Erin Waugh, Cycling BC*

CARRIED

6. Chair's Remarks

Chair provided comments on the success of the Athlete of the Year Awards event with the addition of In Her Footsteps in partnership with ProMotion Plus. Chair noted that 2018 marks the 25th anniversary of KidSport. The Community Sport Hero Awards was included along with the BC Games Society 40th Anniversary Tour in 2017 – 2018. Upcoming events with Sport BC is the KidSport Charity Golf Tournament on June 18 at, Sport BC Summer Warm-Up on July 1. Chair acknowledged the support from the BC Government to Sport BC.

7. CEO Remarks

President & CEO, Rob Newman, introduced Sport BC, KidSport and SBC Insurance staff in addition to positive acknowledgement of work ethic. He also introduced the Board of Directors and thanked them for their support. He acknowledged the 25th Anniversary of KidSport. CEO gave a brief update and overview of the programs and services and discussed future opportunities to expand and improve programs and services. CEO also gave the 2018 highlights overview of the programs and services. Remarks were made of positive relationship building with BC Games Society to allow for the Powering Potential Fund.

8. Committee Reports

Finance and Audit Committee

The Chair of the Board introduced the Finance & Audit Committee lead by Chair, Michael Berkeley, Lisa Kwiatkowski and Mario Ramos. Chair advised that KPMG was engaged to perform the field work and provided a clean audit. He gave an overview of the audit who produced the consolidated financial statements. There were no significant issues from the audit. Highlights from 2017 included the investment income of \$2.45 million from the AllSport share, SBC insurance revenue is up \$17,000 and KidSport generated funds from corporate monies which allowed an increase in grants distributed.

MOTION: *The membership accepts the audited consolidated financial statements for the year ended March 31, 2018.*

MOVED: *Krista Gerlich-Fitzgerald, BC Cheerleading*

SECONDED: *Sonia Schina, BC Archery*

CARRIED

MOTION: *The membership accepts that KPMG LLP, or other auditors as approved by the Board of Directors be appointed to perform an audit of Sport BC for the year 2018 – 2019 and the Board of Directors be empowered to set the remuneration.*

MOVED: *Natasha Doucas, Squash BC*

SECONDED: *Debbie Pyne, BC Golf*

CARRIED

Berkeley presented the consolidated 2018 – 2019 budget approved by the board on April 2 to the membership and discussed revenues and expenditures breakdown.

Governance Committee

Chair of Governance Committee, Greg White introduced the committee members, Heather Holden and Blair Lowther. Chair announced that there were six board meetings with the most recent date on May 23. He announced that there was a highly engaged PSO membership conference call on March 1 to discuss the bylaw amendments. He clarified that the bylaw amendments are only official when properly filed with the Registrar. White introduced Blair Lowther to discuss details of the bylaw

amendments and no questions were directed.

MOTION: *That the membership agrees to amend the Bylaws of Sport BC as proposed in the notice of meeting.*

MOVED: *Erin Waugh, Cycling BC*

SECONDED: *Mark Saunders, Field Hockey BC*

CARRIED

MOTION: *That the membership accepts the base membership fee for full members will remain the same in 2018 – 2019.*

MOVED: *Greg Toll, BC Lacrosse*

SECONDED: *Jayne McDonald, BC Diving*

CARRIED

Investment Committee

The Chair of the committee, Heather Holden presented the report and provided an update to the membership of the income. The \$2.45 million investment is being invested in an account through Mawer Investment Management. She discussed the Investment Policy Statement as being completed and will remain for future committees as a reference. At completion of the investment committee report, Heather introduced Paul Wheaton, Investment Counsellor of Mawer Investment Management who manages the Sport BC portfolio, to give a presentation of strategies that the funds will be investing in.

9. National Sport Trust Fund website re-design presentation

The Chair of the Board introduced Thea Culley, Manager of KidSport BC to discuss the website initiative that is being taken on by Sport BC. The new and improved National Sport Trust Fund will be an opportunity to diversify revenue away from strictly government funding. *Current Design* is the company who will re-create a design to recognize and launch an improved navigation system in order to take visitors to the website directly to a customized donation landing page of a member project. There was also discussion to create a volunteer portal and database within the new website.

10. Election of Directors

Chair of the Board, Carey Dillen introduced Greg White of the Governance Committee to provide the membership an overview of the election process. It was mentioned that the current and future 2018-2019 Board of Directors make up several important skillsets needed to run a successful organization.

MOTION: *That the membership accepts Greg White as election chairperson for this election.*

MOVED: *David Calder, Rowing BC*

SECONDED: *Rob Brown, BC Soccer*

CARRIED

Lowther advised the membership that there were two vacant positions for two-year terms. He acknowledged that there were two individuals who agreed to stand for the positions, Blair Lowther and Mario Ramos. Both candidates accepted that their name stand for the vacant positions. White announced the elected representatives by acclamation to the Board of Sport BC are Blair Lowther and Mario Ramos. Dillen congratulated the newly elected Directors and acknowledged the Governance Committee and Greg for Chairing the Committee. The announcement of the Board of Directors for 2018 -2019 was made and is made up of:

<i>Chair</i>	Carey Dillen
<i>Vice-Chair</i>	Heather Holden
<i>Director-at-Large</i>	Greg White
<i>Director-at-Large</i>	Lisa Kwiatkowski
<i>Director-at-Large</i>	Blair Lowther
<i>Director-at-Large</i>	Mario Ramos

11. Director Service Recognition

Dillen acknowledged Michael Berkeley for his dedicated time and service to the Sport BC Board of Directors for two years.

12. BC Games Society – Powering Potential Fund

Dillen introduced BC Games Society CEO, Kelly Mann who gave remarks about MSO membership opportunity that has allowed his organization to create a project through the National Sport Trust Fund in allowing donors to make donations and continue to advance sport in the region through summer and winter games equipment usage across the province.

13. 2019 AGM Date

Chair established the date for next Annual General Meeting on Wednesday, May 29, 2019.

14. Adjournment

The Chair expressed her thanks to the staff and Board of Directors for Sport BC for their efforts during the year and thanked everyone for attending the meeting.

MOTION: *The membership approves of the adjournment of the May 29, 2018 Sport BC Annual General Meeting.*

MOVED: *Greg Toll, BC Lacrosse*

SECONDED: *Rob Brown, BC Soccer*

CARRIED

The meeting concluded at 7:46 pm.

2018 Sport BC Annual General Meeting
Richmond Olympic Oval
Tuesday, May 29, 2018
6:15 pm – 8:00 pm



APPENDIX 1

2018 Sport BC Annual General Meeting –
VOTING MEMBER & NON-VOTING MEMBER Attendees List

VOTING MEMBERS

	Last Name	First Name	Title	Organization
1	Benson	Rick	Executive Director	Softball BC
2	Berry	John	President	Baseball BC
3	Blaine	Jane	Executive Director	BC Blind Sports
4	Brown	Rob	Director	BC Soccer
5	Calder	David	Executive Director	Rowing BC
6	Forrester	Brian	Executive Director	Gymnastics BC
7	Gerlich-Fitzgerald	Krista	President	BC Cheerleading
8	Gisel	Brian	General Manager	BC Ultimate Society
9	Johnson	Leonor	Executive Director	BC Deaf Sports
10	Laycock	Lisa	Executive Director	Horse Council of BC
11	McDonald	Jayne	Executive Director	BC Diving
12	McNamee	Peter	President	Sport Climbing BC
13	Naso	Frank	President	BC Provincial Football
14	Pyne	Debbie	Managing Director of Player Development	BC Golf
15	Saunders	Mark	Executive Director	Field Hockey BC
16	Schina	Sonia	Executive Director	BC Archery
17	Stahr	Kathy	Finance/Media	BC Alpine
18	Thompson	Katie	Executive Director	Judo BC
19	Doucas	Natasha	President	Squash BC
20	Toll	Greg	VP - Operations	BC Lacrosse
21	Wong	Henry	President	Badminton BC
22	Wood	Duncan	Chair	Triathlon BC
23	Wornell	Jonathan	Executive Director	Karate BC

NON- VOTING MEMBER LIST

	Last Name	First Name	Title	Organization
1	Mann	Kelly	CEO	BC Games Society
2	Brown	Nick	Manager, Marketing & Communications	SportMed BC
3	Thompson	Nancy	Executive Director	Squash BC
4	Lee	Daisy	Executive Director	Badminton BC
5	Olar	Daria		BC Cheerleading
6	Rothkop	Kaila		BC Provincial Football

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APPENDIX 2

2018 Sport BC Annual General Meeting –
 Guest, Board Member and Staff Attendees List

GUEST

	Last Name	First Name	Organization
1	Mills	John	Richmond Olympic Oval
2	Mottl	Jordan	Richmond Sport Hosting
3	Wheaton	Paul	Mawer Investment Management
4	Perry	Heather	Preferred Interpreters
5	Coleman	Joey	Preferred Interpreters
6	Kopelow	Bryna	JW Sporta

BOARD OF DIRECTORS

	Last Name	First Name	Position
1	Dillen	Carey	Chair
2	Holden	Heather	Vice-Chair
3	White	Greg	Director
4	Lowther	Blair	Director
5	Berkeley	Michael	Director
6	Kwiatkowski	Lisa	Director

STAFF

	Last Name	First Name	Position
1	Newman	Rob	President & CEO
2	Wong	Christine	Executive Assistant
3	Mo	Helen	Payroll & Benefits
4	Quevillon	Pete	Director, KidSport BC
5	Culley	Thea	Manager, KidSport BC
6	Catalan	Pedro	General Manager, SBC Insurance
7	Cheung	Cameron	Assistant Manager, SBC Insurance

SPORT BC

CONSTITUTION

1. NAME

The name of the Society shall be:

SPORT B.C.,

herein called the Society.

2. PURPOSES

The purposes of the society are:

- i. To encourage and foster the growth and development of amateur sport throughout the Province of British Columbia.
- ii. To enhance the quality of life for British Columbians through the promotion of active participation in sport.
- iii. To provide a means to facilitate open and continuous communication within the sport community.
- iv. To act as liaison between the amateur sport community and the public and private sectors of the Province.
- v. To provide the administrative support services required by member associations in order to enhance their organizations effectiveness and stability.
- vi. To encourage the provision of adequate sport facilities throughout the Province.
- vii. To market and promote amateur sport.
- viii. To promote the pursuit of excellence in amateur sport.
- ix. To promote greater participation in sport.

3. DISSOLUTION AND NOT FOR PROFIT PURPOSES

Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses that are properly incurred in the winding-up shall be distributed to a registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. This provision shall be unalterable

**BY-LAWS
of SPORT BC**

(approved by the membership on May 29, 2018)

ARTICLE 1 – INTERPRETATION

1.1 In these By-Laws, unless the context otherwise requires,

- a) Director – Means an individual elected as a Director of the Society in accordance with the By-Laws;
- b) Members – Means corporations, societies, organizations, and individuals who become and remain members in accordance with these By-Laws;
- c) Organization – Means an organization, other than a corporation or a society, that is recognized by the Society;
- d) Registered Address – Shall be the address of the Society as recorded by the Registrar of Companies;
- e) Society Act – Means the Society Act, R.S.B.C. 1996, c. 433, and amendments thereto;
- f) Sport – Includes non-competitive physical recreation and competitive sport involving physical activity using large muscle groups. Competitive sport also requires mental preparation and strategic methods and has an outcome determined by skill, not chance. Competitive sport occurs in an organized, structured and competitive environment in which a winner is declared; and
- g) Subsidiary – Means a department, division, or wholly owned company of the Society.

1.2 The definitions in the *Society Act*, as amended from time to time, apply to these By-Laws.

1.3 Words importing the singular include the plural and vice-versa.

ARTICLE 2 – MEMBERSHIP

2.1 Categories and Status of Members

2.1.1 Voting Members

Voting Members shall be societies or corporations admitted to membership upon meeting and maintaining qualifications of voting membership set out herein.

2.1.2 Non-Voting Members

Honorary Members shall be individuals recommended by the Directors and appointed by Special Resolution of the Society on the basis of the qualifications set out herein.

Approved by the membership on May 29, 2018

2.2 Qualifications of Membership

- 2.2.1 The Provincial Sport Organization in British Columbia recognized under the authority of the Canadian National Sport Organization or British Columbia Provincial Government for that sport is eligible to be a voting member, if approved by the Directors.
- 2.2.2 A BC registered society, or corporation operating as a Multi-Sport Organization in which coordinates a specific aspect of sport throughout British Columbia is eligible to be a member, if approved by the Directors.
- 2.2.3 A Honorary Member shall be an individual who has shown long-term and outstanding support for the Society.
- 2.2.4 All members shall pay all monies due and payable to the Society, or any Subsidiary, within thirty (30) days after same are due and payable, unless otherwise determined by the Directors.
- 2.2.5 All members shall uphold the Constitution of the Society and comply with these By-Laws and any rules and regulations of the Society.

2.3 Conditions of Membership

- 2.3.1 Every voting member shall provide to the Society copies of any amendments to its constitution, by-laws, articles or memorandum of incorporation, or other constating documents.
- 2.3.2 All voting members shall pay all membership fees within thirty (30) days of the beginning of the fiscal year of the Society.

2.4 Application for Membership

- 2.4.1 An applicant for membership shall:
 - a) make application in writing to the Chair, Governance Committee of the Society;
 - b) deliver to the Society a copy of its current constitution, by-laws, articles, or memorandum of incorporation or other constating documents, and a description of its mandate and involvement with sport and recreation in British Columbia or a region of British Columbia; and
 - c) identify which category of membership is sought in which application.

2.5 Suspension, Cessation, and Expulsion

2.5.1 Suspension

A member unable, or failing, to maintain any conditions or qualifications of membership shall be considered to be “not in good standing” and may thereby be suspended by the Directors until such time as the inability or failure is corrected.

2.5.2 Cessation

A member shall cease to be a member of the Society,

- a) by delivering a resignation in writing to the Chair, Governance Committee or to the registered office of the Society;
- b) upon expulsion as set out herein; or
- c) upon the dissolution of the member.

ARTICLE 3 – GENERAL MEETINGS

3.1 The voting members of the Society present at a general meeting shall be the governing body of the Society.

3.2 General meetings may be called by the Directors or upon the requisition of ten percent (10%) or more of voting members in accordance with the *Society Act*.

3.3.1 a) The Annual General Meeting of the Society shall be held whenever possible in the month of June and, in any event, at least once every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.

b) No fee shall be charged to delegates of members of the Society to attend the General Meeting.

3.4 Every general meeting, other than the Annual General Meeting, is a special general meeting.

3.5 Notice of General Meeting

3.5.1 Thirty (30) days written notice of each General Meeting shall be given by the Vice Chair to all members entitled to attend such meetings and shall specify the place, day and hour of the meeting and, in case of special business, the general nature of that business. Such notice shall include the agenda which shall be as detailed as possible, and, if feasible, include all items for which a vote is to be taken.

3.5.2 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.

3.6 At the Annual General Meeting of the Society, the business of the meeting shall include:

- a) the minutes of the most recent general meeting of the Society;
- b) the reports of the Directors;
- c) the Financial Statements;
- d) the report of the Auditors;
- e) presentation and prioritization of programs and projects as allowed for in the Budget for the ensuing year;
- f) establishment of the borrowing power of the Society for the ensuing year;

Approved by the membership on May 29, 2018

- g) establishment of the membership fees for the fiscal year following the Annual General Meeting;
- h) the appointment of the Auditors for the ensuing year;
- i) other business which under the By-Laws, and of concern to the Society and its members, requires the consideration of the general meeting including adoption of policy designed to further the purposes and objectives of the Society;
- j) amendments to the constitution and By-Laws if applicable;
- k) the election of Directors to the positions that fall vacant at that time; and any other business.

3.7 Voting at General Meetings

- 3.7.1 A quorum for the transaction of business at general meetings of the Society shall consist of not less than one-third (1/3) of the voting members.
- 3.7.2 Full members shall be represented by a voting delegate who shall be entitled to one (1) vote.
- 3.7.3 Each Director shall be entitled to one (1) vote on all matters of business excluding the election of Directors.
- 3.7.4 A Director or an employee of the Society may not be a voting delegate.
- 3.7.5 No individual shall exercise more than one (1) vote.
- 3.7.6 The Chair shall cast a vote only in the event of a tie vote.
- 3.7.7 Voting by proxy shall not be permitted.
- 3.7.8 In special circumstances, by the request of the Board of Directors or by written notice of at least ten percent (10%) of the voting members, a mail vote of the voting members shall be conducted and in such cases a minimum of thirty (30) days shall be given between the mailing of information and ballots and the return of such ballots to an independent body. The results of such a vote shall be made known to the members and shall be binding as if passed at a general meeting.

3.8 Minutes and Materials

- 3.8.1 Minutes of the Annual General Meeting shall be distributed to each member within sixty (60) days of the conclusion of the Annual General Meeting annually; and
- 3.8.2 The materials presented to members at the Annual General Meeting shall be distributed to each member within sixty (60) days of the conclusion of the Annual General Meeting annually.

ARTICLE 4 – BOARD OF DIRECTORS

4.1 Composition of Board of Directors

Each year and as required from time to time, the Board of Directors shall appoint from within their ranks each of the following positions:

- a) Chair;
- b) Vice Chair;
- c) Director, Finance and Audit (or Treasurer); and
- d) Three (3) Directors-at-Large.

4.2 Election and Removal of Directors

i) Tenure

- a) Each Director shall hold office for a term of two (2) consecutive years;
- b) No Director shall hold office for more than four (4) consecutive terms or eight (8) consecutive years;
- c) Any Director who misses three consecutive Board of Director meetings may be asked by a majority of the other Directors to resign.

ii) Nominations

Only individuals nominated and seconded by a full member, or by a Director, shall be eligible to hold office. Nominations must be received by the Society, with an indication of acceptance by the Nominee, no later than (thirty) 30 days before the date of the Annual General Meeting.

iii) Qualifications of Directors

No person is qualified to become or to act as a Director who:

- a) is under the age of 19 years;
- b) is found to be incapable of managing such person's own affairs by reason of mental infirmity;
- c) is an undischarged bankrupt; or
- d) unless the court orders otherwise, has been convicted in or out of British Columbia of an offence:
 - i. in connection with the promotion, formation or management of a corporation or a society;
 - ii. involving fraud; or
 - iii. which is an indictable offence in Canada or, if the offence occurred outside of Canada, which would be considered an indictable offence under the laws of Canada had the offence occurred in Canada.

Approved by the membership on May 29, 2018

A Director ceases to hold office when he or she is not qualified under this Section.

iv) Elections

- a) The election of Directors shall be conducted by secret ballot, unless the position is filled by acclamation.
- b) Each year elections shall be held for two (2) Directors-at-Large at the Annual General Meeting. The Chair and Vice Chair will be elected in the same year. If the Board has filled a vacancy since the last Annual General Meeting, and the person elected shall complete the term of the Director who vacated the position. Notwithstanding any other By-Law, at the 2013 Annual General Meeting:
 - a) An election shall be held to fill the following Board positions:
 - i. Chair – one (1) for a three (3) year term;
 - ii. Vice Chair – one (1) for a three (3) year term; and
 - iii. Directors-at-Large – one (1) for a two (2) year term.
 - b) Three (3) Directors-at-Large from the current Board will complete the last year of their term.
- c) Notwithstanding any other By-Law, at the 2014 Annual General Meeting:
 - a) An election shall be held to fill the following Board positions:
 - i. Director, Finance and Audit – one (1) for a two (2) year term; and
 - ii. Directors-at-Large – two (2), one (1) for a two (2) year term and one (1) for one (1) year term.

v) Vacancies

- a) The Directors may, at any time and from time to time, appoint an individual as a Director to fill a vacancy on the Board of Directors.
- b) A Director appointed to fill a vacancy on the Board of Directors shall hold such office until the next Annual General meeting of members.
- c) Every position on the Board of Directors filled by election at a general meeting is filled for the remainder of the unexpired term for the specific position.

vi) Removal

- a) A Director may be removed from office by Special Resolution and another Director may be elected, or by ordinary resolution appointed, to serve during the balance of the term.
- b) A Director shall cease to be a Director, unless the court orders otherwise, where such Director is convicted in or out of British Columbia of an offence:
 - i. in connection with the promotion, formation or management of a corporation or a

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- ii. involving fraud; or
- iii. which is an indictable offence in Canada or, if the offence occurred outside of Canada, which would be considered an indictable offence under the laws of Canada had the offence occurred in Canada.

vii) Additional Directors

- a) Notwithstanding any other section of these Articles, between annual general meetings, the directors may appoint up to two additional directors, but the number of additional directors appointed must not at any point exceed two. Any director so appointed ceases to hold office immediately before the next election or appointment of directors, but is eligible for re-election or re-appointment.

4.3 Powers of the Directors

- a) The Directors may exercise all such powers and do all such acts as the Society may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject nevertheless, to the provisions of: all laws affecting the Society;
- b) these By-Laws; and
- c) rules and regulations consistent with these By-Laws, which are made from time to time by the Society in general meetings.

4.3.2 The powers of the Directors shall include the authority to make such rules and regulations as they deem necessary in their absolute discretion to facilitate the functioning of the Society and the promotion of its purposes, and such rules and regulations shall be binding on the members and on all participants in the programs of the Society.

4.3.3 No resolution passed by the Society 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.

4.3.4 The Directors shall have the power to invest the funds of the Society to facilitate the functioning of the Society and the promotion of its purposes.

4.3.5 The Directors shall have authority to establish committees of the Society and to appoint members of committees or delegate authority for appointing members of committees.

4.3.6 The Directors shall recommend the annual fee structure to the voting membership for their approval.

4.4 Proceedings of the Directors

4.4.1 Except as otherwise specified in these By-Laws, the Board of Directors may, in their absolute discretion, meet at such places and at such times, adjourn and otherwise regulate their meetings and proceedings.

4.4.2 The Chair shall chair all meetings of the Board of Directors. If at any meeting, the Chair is not
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present within thirty (30) minutes after the time appointed for the meeting, the Vice Chair shall act as the Chair. If neither of the above is present, the Directors may choose one of their members to chair the meeting.

- 4.4.3 A quorum for the transaction of business at meetings of the Board of Directors shall be a majority of the Directors then in office.
- 4.4.4 Questions arising at any meeting of the Board of Directors shall normally be decided by a majority of the votes.
- 4.4.5 No proxy or pre-recorded votes shall be accepted.
- 4.4.6 A resolution agreed to in writing by all Directors and placed within the minutes of the Board of Directors is as valid and effective as if regularly passed at a meeting of the Directors.
- 4.4.7 At the first meeting of the Board of Directors, following the Annual General Meeting, the Board of Directors shall appoint Directors to serve as members of the committees for the ensuing year.
- 4.4.8 Written Resolutions

A resolution in writing signed by all the Directors and placed with the minutes of the Directors meetings, is as valid and effective as if regularly passed at a meeting of Directors.

4.4.9 Participation in Meetings

A Director who is entitled to do one or both of participate in and vote at a meeting of Directors or of a committee may participate or vote, as the case may be:

- a) in person; or
- b) 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 simultaneously.

A Director who participates in a meeting in a manner contemplated by paragraph 4.4.10 is deemed to be present at the meeting.

4.5 Remuneration of Directors

No Director shall be remunerated for acting as a Director but the Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society as approved by the Board of Directors.

4.6 Duties and Responsibilities of the Board of Directors

Without in any way limiting the powers of the Directors under By-Law 4.3 or otherwise, the duties and responsibilities of the Board of Directors shall include, but not be limited to:

- a) ensuring the Society's affairs are conducted in a manner that complies with the *Society Act*;
- b) ensuring the Society is operating within approved financial standards;

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- c) ensuring the Society is fulfilling its purpose, mission and mandate; and
- d) appointing, ensuring the success of, or if necessary removing, the President & CEO of the Society, monitoring the performance of the President & CEO, approving the compensation of the President & CEO and providing advice and counsel to the President & CEO in the execution of his or her duties.

ARTICLE 5 – OFFICERS

5.1 The Officers of the Society shall consist of the:

- a) Chair;
- b) Vice Chair;
- c) Director, Finance and Audit; and
- d) President & CEO.

No person may hold more than one (1) office at a time.

5.2 Duties of Officers

The duties of the Officers shall include but not be limited to:

5.2.1 Chair

The Chair shall:

- a) preside, wherever possible, at all meetings of the Society and at all meetings of the Directors;
- b) exercise general supervision and control over Directors and committees of the Society;
- c) recommend Directors to serve on committees established by the Board of Directors;
- d) be an ex-officio member of all Board committees;
- e) be a signing officer of the Society;
- f) review and approve the agenda for all meetings of the Board of Directors; and
- g) represent the Society or appoint others to represent the Society on appropriate occasions.

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5.2.2 Vice Chair

The Vice Chair shall:

- a) preside at meetings of the Board of Directors in the absence of the Chair; and
- b) act as the Secretary of the Society and fulfill duties which include:
 - i. conducting the correspondence of the Society;
 - ii. issuing notices of meetings of the Society and the Directors;
 - iii. keeping minutes of all meetings of the Society and the Directors; and
 - iv. keeping in safe custody the common seal of the Society.

ARTICLE 6 – COMMITTEES

6.1 Duties and Responsibilities of Committees

6.1.1 The Board of Directors may delegate any, but not all, of their powers to committees.

6.1.2 The Board of Directors may establish duties and responsibilities for committees established by the Board of Directors, other than Standing Committees. Committees established by the Board of Directors shall report to the Board of Directors.

6.2 Proceedings of Committees

6.2.1 Except as otherwise specified in these By-Laws, committees may meet at such places and at such times, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

6.2.2 If, at any meeting of a committee, the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the members of the committee shall choose one of their number to chair the meeting.

6.3 Standing Committees

6.3.1 The following Committees shall be Standing Committees:

- a) Finance and Audit Committee, and b) Governance Committee.

6.3.2 A quorum for transaction of business at meetings of Standing Committees shall be a majority of members of the committee.

6.3.3 Questions arising at any meeting of a Standing Committee shall be decided by a majority of the votes.

6.3.4 The Chair of a meeting of a Standing Committee may move or propose a resolution, and shall have a deliberative vote at meetings of a Standing Committee.

6.3.5 The Chair of a Standing Committee shall report to the Board of Directors on the proceedings of that committee.

6.3.6 Duties and Responsibilities of Standing Committees

6.3.6.1 The Finance and Audit Committee shall;

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- a) consist of: (i) two (2) Directors; (ii) the President & CEO (ex-officio non-voting); and a person nominated by the Board of Directors;
- b) ensure that the financial matters of the Society are conducted in accordance with provisions of the *Society Act*;
- c) ensure preparation of financial reports for presentation to meetings of the Board of Directors;
- d) review and make recommendations for approval of annual budget by the Board of Directors;
- e) make recommendations as required to the Board of Directors, with respect to expenditures and investments of the Society;
- f) monitor risk management, internal controls and information systems of the Society.
- g) meet with the Auditor of the Society to discuss the financial statements and management letters;
- h) report to the Board of Directors on the financial aspects of the Subsidiaries of the Society; and
- i) review long range financial forecasting and assumptions.

6.3.6.2 The Governance Committee shall:

- a) consist of three (3) Directors, including the Chair of the Board, plus the President & CEO (ex-officio non-voting). The Board may appoint additional persons whose expertise or background will, in the opinion of the Board of Directors, help the Governance Committee do its work.;
- b) develop and annually update a plan for the composition of the Board of Directors which takes into consideration the then current strengths, skills and experience of the Board members and the strategic direction of the Society;
- c) recommend potential candidates for election as Directors, in compliance with the Nominating Guidelines which may be in effect from time to time;
- d) review annually, for approval by the Board of Directors, a Board Manual outlining the policies and procedures by which the Board of Directors will operate;
- e) review annually the performance and effectiveness of the Board of Directors and the members of the Board of Directors, and make recommendations for improvement as appropriate;
- f) review the need for, and the performance of, committees and make recommendations to the board of directors as required;
- g) ensure that the Society complies with the provisions, rules and regulations set out in the *Society Act* and other applicable legislation, as required; and
- h) review annually the Constitution and By-Laws of the Society and make recommendations to the Board of Directors for changes, additions and/or deletions with respect to the Constitution and By-Laws for consideration and approval by the membership at the Annual General Meetings.

ARTICLE 7 – FINANCES

7.1 Signing Officers

The Board of Directors shall establish policies for the authorization and execution of contracts, accounts, instruments and any other documents intended to bind the Society that are necessary or desirable for carrying on the business of the Society, and may amend such policies from time to time, provided such policies are not inconsistent with By-Law 10.2 [Use of Common Seal].

7.2 Borrowing Power

The Directors may, with the approval of the voting membership, exercise all powers of the Society to borrow or raise or secure the payment of money, in such manner and form, and in such amounts and upon such terms as they consider appropriate, provided that no debentures shall be issued without the approval by special resolution at a general meeting of the Society.

7.3 Audit

7.3.1 The accounts of the Society shall be audited annually in accordance with the Society Act by such

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persons as are appointed by the members at the Annual General Meeting.

7.3.2 The external audited statements of the Society must be submitted to the Annual General Meeting.

7.3.3 The fiscal year for all financial accounts of the Society shall be the first day of April to the last day of March of the following year.

7.4 Budget

7.4.1 The Budget is reviewed by the Finance and Audit Committee prior to the start of the fiscal year.

7.4.2 The Budget must be submitted to the Annual General Meeting.

7.4.3 Any issues relating to the Budget that are brought forward at the Annual General Meeting require re-review by the Finance and Audit Committee.

ARTICLE 8 – CONSTITUTION AND BY-LAWS

8.1 Distribution of Constitution and By-Laws

On being admitted to membership, a member is entitled to, and the Society shall provide, without charge, a copy of the current Constitution and By-Laws.

8.2 Amendment to Constitution and By-Laws

8.2.1 The Constitution and By-Laws of the Society shall not be altered or added to, except by Special Resolution as defined in the *Society Act*.

8.2.2 Notice of Special Resolutions to amend the Constitution and/or By-Laws must be sent to the registered address of the Society at least sixty (60) days prior to the date of the general meeting.

8.2.3 Notice of Special Resolution to amend the Constitution and By-Laws must be provided to the members forty-five (45) days prior to the date of the general meeting.

8.2.4 Approved amendments shall be effective on the date of acceptance by the Registrar of Companies for British Columbia, or at a later date specified in the Special Resolution.

ARTICLE 9 – PARLIAMENTARY AUTHORITY

Any matters or procedures respecting meetings of the Society or the Board of Directors for which express provision has not been made shall be determined in accordance with the *Society Act*, and if no binding provision is found therein, the latest edition of "Robert's Rules of Order" will be followed.

ARTICLE 10 – SEAL

10.1 The Board of Directors shall provide for a Common Seal for the Society.

10.2 The Common Seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the Resolutions or if no persons are prescribed, in the presence of the Chair and the Vice Chair.

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ARTICLE 11 – INSPECTION OF BOOKS AND RECORDS

The books and records of the Society shall be open for inspection during normal business hours at the registered address of the Society, upon five (5) days notice in writing of the desire of such inspection.

ARTICLE 12 – DISSOLUTION AND NOT FOR PROFIT PURPOSE

- 12.1 “In the event of the winding up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all cost, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any debts of the Society, shall be given, transferred and distributed to such organizations that are registered charities or registered Canadian Amateur Athletic Associations pursuant to the provisions of the Income Tax Act that shall be designated by the members of the Society at the time of the winding up or dissolution of the Society, and if effected cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the members of the Society to be registered charities or registered Canadian Amateur Athletic Associations pursuant to the provisions of the Income Tax Act which have purposes similar to those of the Society.”
- 12.2 “The overall purpose of the Society will remain limited to a not for profit objective.”