

**BYLAWS
OF
SKATE CANADA-CARIBOO NORTH CENTRAL REGION**

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the society, unless the context otherwise requires:

- (a) **“Address of the Region”** means the address of the Region as filed from time to time with the Registrar;
- (b) **“Board”** means the Directors acting as authorized by the Societies Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Region and exercising the powers of the Region;
- (c) **“Board Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,
and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (d) **“Bylaws”** means the bylaws of the Region as filed with the Registrar;
- (e) **“Chair”** means the Person elected to the office of chairperson of the Region in accordance with these Bylaws;
- (f) **“Club”** means an association, corporation or society organized and operated to promote figure skating within a community in British Columbia;
- (g) **“Club Members”** means those Clubs that have become members of the Region in accordance with Bylaw 3.3 and who have not ceased to be members;
- (h) **“Constitution”** means the constitution of the Region as filed with the Registrar;
- (i) **“Directors”** means those Persons who are, or who subsequently become, directors of the Region in accordance with these Bylaws and have not ceased to be directors;

- (j) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (k) **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- (l) **“Governing Members”** means those Persons who have become directors of the Region in accordance with these Bylaws and who have not ceased to be directors;
- (m) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (n) **“Members”** means the Club Members and the Governing Members;
- (o) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (p) **“Ordinary Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members, and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- (q) **“Organization”** means an association, corporation, partnership or society;
- (r) **“Past-Chair”** means the Person described in section 0;
- (s) **“Person”** means a natural person;
- (t) **“Region”** means an association with the purpose to promote and facilitate within its geographic boundaries the activities of the Section and Skate Canada
- (u) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;

- (v) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (w) **“Secretary”** means the Person elected to the office of Secretary of the Region in accordance with these Bylaws;
- (x) **“Skate Canada”** means *Skate Canada – Patinage Canada*, a corporation incorporated or continued under the laws of Canada under corporation number 346446, and includes a successor corporation;
- (y) **“Skating School”** means an association, corporation or society, other than a Club, that is operating for the general purpose of providing Skate Canada skating programs;
- (z) **“Section”** means “Skate Canada-British Columbia/Yukon Section”;
- (aa) **“Societies Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (bb) **“Society”** means the Region;
- (cc) **“Special Resolution”**

means:

- (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,
and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- (dd) **“Treasurer”** means the Person elected to the office of Treasurer of the Region in accordance with these Bylaws;
- (ee) **“Vice Chair”** means the Person elected to the office of Vice Chairman of the Region in accordance with these Bylaws;

1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Plural and Singular Forms

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

2. RELATIONSHIP WITH SKATE CANADA AND SECTION

2.1 Relationship

The Region is a committee of the Section. Except where required to comply with the *Societies Act*, the Region will strive to comply with the bylaws and policies of Skate Canada and the Section.

2.2 Role of Region

The role of the Region is to advance the objectives of the Section and Skate Canada within its geographic boundaries by:

- (a) facilitating and promoting Skate Canada programs, policies and procedures;
- (b) organizing competitions as directed by the Section;
- (c) complying with and promoting the policies and procedures established by the Section;
- (d) facilitating effective communication between the Section, as represented by the Board, and stakeholders (including Clubs, Skating Schools, athletes, coaches, volunteers and others) within the Region;
- (e) educating and training officials, coaches and volunteers as directed by the Section;
- (f) providing such reports and information as may be required by the Section; and
- (g) facilitating conflict resolutions among Skate Canada stakeholders within the Region.

2.3 Annual Reporting

The Region will annually provide a report on its activities and a copy of its financial statements, accompanied by the report of the auditor thereon, if any, to the Section.

3. MEMBERSHIP

3.1 Admission to Membership

Membership in the Region will be restricted to:

- (a) those Clubs and Skating Schools within our Region boundaries that are Members in good standing on the date these Bylaws come into force;
- (b) those Persons who are Governing Members from time to time; and
- (c) those Persons, Clubs and Skating Schools whose subsequent application for admission as a Member has been accepted in accordance with these Bylaws;

provided, in each case, that such Person, Club or Skating School has not ceased to be a Member pursuant to Bylaw 3.12.

3.2 Classes of Membership

There will be two (2) classes of voting membership, being:

- (a) Club Member; and
- (b) Governing Member.

3.3 Club Membership

A Club or Skating School that is a member in good standing of Skate Canada is a Club Member.

Each Club Member will designate, in writing delivered to the Address of the Region a Person, address or e-mail address, for the purpose of receiving notices and communication from the Region.

3.4 Governing Membership

A Person who:

- (a) is serving as a Director on the date these Bylaws come into effect; or
- (b) is subsequently elected as a Director in accordance with Bylaw 6.5,

is a Governing Member for so long as they continue as a Director.

3.5 Membership not Transferable

Membership is not transferable.

3.6 Rights of Membership

In addition to any rights conferred by the Act, a Member in good standing, of either class of membership, has the following rights and privileges of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings;
- (d) may serve on committees of the Region, as invited;
- (e) may participate in the programs and initiatives of the Region, in accordance with such criteria as may be determined by the Board from time to time.

3.7 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and may participate in programs or initiatives of the Region (subject to eligibility) but is suspended from all of the other rights and privileges described in Bylaw 3.6 for so long as he or she remains not in good standing.

3.8 Dues

Members will pay to Skate Canada such dues, fees and assessments, if any, as may be determined by Skate Canada in accordance with its bylaws.

Members will not pay dues to the Region.

3.9 Standing of Members

All Members are deemed to be in good standing except a Club Member that is not in good standing with Skate Canada and such Member is not in good standing so long as they remain not in good standing with Skate Canada.

3.10 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws and the policies of the Region adopted by the Board from time to time;
- (b) uphold the purposes and comply with the bylaws and policies of the Section and of Skate Canada; and
- (c) further and not hinder the purposes, aims and objectives of the Region, of the Section and of Skate Canada.

3.11 Expulsion of Member

Notwithstanding Bylaw 3.3, a Member may be expelled by Board Resolution for conduct which is contrary to Bylaw 3.10.

Notice of a Board Resolution to expel a Member will be provided to such, accompanied by a brief statement of the reasons for the proposed expulsion, and the Member will be provided an opportunity to respond to the statement of reasons at or before the time the Board Resolution for expulsion is considered.

3.12 Termination of Membership

Membership in the Region will immediately and automatically be terminated by any of the following:

- (a) in the case of a Club Member only, on the date such Club ceases to be a member of Skate Canada;
- (b) in the case of a Governing Member only, on the date such Person ceases to be a Director;
- (c) in either case, upon the date which is the later of the date of delivering his, her or its resignation in writing to the Address of the Region and the effective date of the resignation stated thereon; or
- (d) upon his, her or its expulsion; or
- (e) upon his or her death or, in the case of a Club, dissolution or disbandment.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The General Meetings of the Region will be held at such time and place, in accordance with the *Societies Act*, as the Board decides.

4.2 Annual General Meetings

An annual general meeting of the Region will be held at least once in every calendar year, in accordance with the *Societies Act*.

4.3 Business required at AGM

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

- (a) the adoption of the agenda;
- (b) the approval of the minutes of the previous general meeting;
- (c) consideration of the report of the Directors;
- (d) consideration of the financial statements;
- (e) consideration of the report of the auditor, if any;
- (f) the appointment (or waiver) of the auditor; and
- (g) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

4.4 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting. There shall be an extraordinary general meeting (SAGM) annually at our Region Championship Competition. The election of Directors shall take place at this meeting, as well as any other reports and business as listed in the notice of such meeting.

4.5 Calling Extraordinary General Meeting

The Region will convene an extraordinary general meeting by providing notice in accordance with the *Societies Act* and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the *Societies Act*.

4.6 Notice of General Meeting

The Region will, in accordance with Bylaw 13.1, send notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent; and
- (b) the auditor of the Society, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

4.7 Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

4.8 Omission of Notice

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

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Appointment of Delegates

Each Club Member may appoint an eligible Person as its delegate to attend a general meeting and exercise the rights of membership on behalf of the Club Member.

To be acknowledged as a Club Member Delegate for a general meeting, an eligible Person must sign in and register as that Club's Delegate on the date of the general meeting.

5.2 Eligibility for Delegates

To be eligible to be appointed as delegate for a Club Member, a Person must:

- (a) be 18 years of age or older;
- (b) be a member in good standing of Skate Canada; and
- (c) be affiliated with a Club.

5.3 Attendance at General Meetings

In addition to Members, delegates, Directors and the auditor, if any, other Persons affiliated with Clubs, Regions, Skate Canada, or otherwise invited or permitted by the Board may attend general meetings and may, if permitted by the Members present, speak to motions made, but such Persons may not make, second or vote on motions or resolutions.

5.4 Electronic Participation in General Meetings

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

5.5 Requirement of Quorum

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

5.6 Quorum

A quorum at a General Meeting is

- (a) one-quarter ($\frac{1}{4}$) of the current number of Club Members in good standing, represented by delegate in accordance with these Bylaws; and
- (b) one-half ($\frac{1}{2}$) of the current number of Governing Members, present in person.

5.7 Lack of Quorum

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

5.8 Loss of Quorum

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

5.9 Chair

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings; but if at any General Meeting the Chair, vice-chair or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Governing Members present may choose one of their number to preside as chairperson at that meeting.

5.10 Alternate Chair

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

5.11 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

5.12 Adjournment

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

5.13 Notice of Adjournment

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

5.14 Ordinary Resolution Sufficient

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

5.15 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

5.16 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Region provides each Member in good standing with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how a Member may cast a vote.

5.17 Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

5.18 Voting by Chair

If the Person presiding as chairperson of a General Meeting is a Member, then he or she may, in his or her sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chairperson who is not a Member has no vote.

The Person presiding as chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that results in a tied vote is defeated.

5.19 Voting by Proxy

Voting by proxy is not permitted.

6. DIRECTORS

6.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Region.

6.2 Composition of Board

The Board will be composed of not less than seven (7) and not more than twelve (12) Directors, elected or appointed by the Members as follows:

- (a) the Chair, Vice Chair, Treasurer and Secretary, each of whom will be elected at an extraordinary general meeting (SAGM) by vote of those Members present and entitled to a vote;
- (b) the Past-Chair, if such Person consents to continue as a Director;
- (c) Two (2) or more Directors at large, as determined by the Board, each of whom will be elected at an extraordinary general meeting (SAGM) by vote of those Members present and entitled to a vote;

(d) one Director representing the following:

(a) coaches;

Whom will be appointed by the Governing Members following the nomination, recommendation or referendum of the appropriate committee or body;

6.3 Invalidation of Acts

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

6.4 Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

(a) is less than eighteen (18) years of age;

(b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;

(c) is an undischarged bankrupt; or

(d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she is not:

(e) a member in good standing of Skate Canada; and

(f) affiliated with a Club.

6.5 Nomination and Election Rules

The Board may, by Board Resolution, establish policies and procedures for nomination of candidates for election as Directors, provided that no policy or procedure is valid that contravenes the *Societies Act*, or these Bylaws.

6.6 Election of Directors at Extraordinary General Meeting (SAGM)

The Chair, Vice-Chair, Treasurer, Secretary and Directors-at-large will be elected by majority vote of all Members in good standing at each extraordinary general meeting (SAGM) at which an election is necessary to fill a vacancy in these positions and Directors thus elected will take office commencing at the close of the extraordinary general meeting or such later date as may be determined in accordance with the policies adopted by the Board.

6.7 Sequential Election of Directors

The elections for Directors at an extraordinary general meeting (SAGM) will proceed in the following order: Chair, Vice-Chair, Treasurer, Secretary, and Directors-at-large. Any Person who

was nominated for, but not elected to, a position may, if they consent, be added to the election and ballot for any subsequent position for election at that meeting.

6.8 Staggering of Directors

The following Director positions will normally be elected in alternating years.

In one year: Chair, Vice-Chair, and half the Directors-at-large; and in the next year: Treasurer, Secretary, and half the Directors-at-large.

6.9 Election as Slate

Where there is a single Person nominated for each vacant Director position in an election, the candidates may be elected as a slate by majority vote, provided that if there is an objection to election as a slate, separate elections will be held for each vacant position.

6.10 Election by Acclamation

In elections where there is a single nominated candidate for the position of Chair, Vice-Chair, Treasurer or Secretary, or where the number of candidates for a position is equal to or less than the number of vacant positions of that kind, the nominated candidate(s) are deemed to be elected by acclamation, provided that if there is an objection to acclamation, a majority vote by show of hands will be required to elect the Director in question.

6.11 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules apply:

- (a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the extraordinary general meeting (SAGM), all at the discretion of the Board;
- (b) ballots will be sent or otherwise made accessible to all Members in good standing present, and only to those Members;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- (e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- (f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- (g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the Chair will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and

- (h) the candidates elected by secret ballot will be announced to all Members following the counting of the ballots. The individual vote totals for each candidate are not announced.

6.12 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

6.13 Appointment of Coach Director

The Governing Members will appoint, by majority vote at a meeting of the Board, a Director to represent coaches.

The Governing Members will appoint the Person nominated, approved or recommended by the appropriate committee or body in accordance with the policies established by the Board.

This position will normally be appointed prior to, and announced at, the extraordinary general meeting (SAGM).

6.14 Past-Chair

The Person who served as Chair immediately prior to the current Chair will, if he or she consents, continue as a Director *ex-officio*, until a new Past-Chair arises, to a maximum of four (4) years.

6.15 Consent in Writing

Each Director, elected or appointed, shall sign a document, in a form established by the Region evidencing his or her:

- (a) consent to act as a Director of the Region; and
- (b) compliance with the qualifications set out in section 6.4.

6.16 Term of Office

The term of office for an elected Director and for the Past-Chair will normally be two (2) years and the term of office for appointed Coach Director will be two (2) years.

The Board may by Board Resolution determine that some or all vacant positions for elected Directors in a given year will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

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

6.17 Consecutive Terms and Term Limits

Directors may be elected or appointed for consecutive terms, without limit.

6.18 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the extraordinary general meeting (SAGM) in the year in which his or her term expires; but if no successor is elected for any one or more of Chair, Vice-Chair, Treasurer or Secretary, the Person or Persons previously elected to those positions will continue to hold office until such time as successor Directors are elected.

6.19 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Person qualified in accordance with section 6.4 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next extraordinary general meeting (SAGM) and each such appointed replacement Director will continue in office until the conclusion of the next extraordinary general meeting (SAGM) unless he or she otherwise ceases to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

6.20 Removal of Director

A Director may be removed before the expiration of his or her term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

6.21 Ceasing to be a Director

A Person will automatically cease to be a Director:

- (a) upon the date which is the later of:
 - (1) the date of delivering his or her resignation in writing to the Chair of the Region; and
 - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term;

- (c) upon the date such Person is no longer qualified pursuant to Bylaw 6.4;
- (d) upon his or her removal; or
- (e) upon his or her death.

6.22 Remuneration of Directors and Reimbursement of Expenses

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

6.23 Powers of Board

The Board may exercise all such powers and do all such acts and things as the Region may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Region; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Region. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Region in furtherance of the purposes of the Region.

6.24 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Region;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) subject to Bylaws 6.24(a) to 6.24(c), act in accordance with these Bylaws.

Without limiting Bylaws 6.24(a) to 6.24(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Region.

6.25 Policies and Procedures

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

6.26 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Region, the Board may invest the property of the Region in any form of property or security in which a prudent investor might

invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Region.

6.27 Investment in Mutual or Pooled Funds

The property of the Region may be invested by the Board, or by any agent or delegate of the Board, in any mutual fund, common trust fund, pooled fund or similar investment.

6.28 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Region and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

6.29 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Region's property that a prudent investor might delegate in accordance with ordinary business practice.

7. PROCEEDINGS OF THE BOARD

7.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

7.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

7.3 Ad Hoc Meetings

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the Chair; or
- (b) by request of any two (2) or more Directors.

7.4 Notice of Board Meetings

At least two (2) days' notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

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

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

7.5 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board, by Board Resolution, may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

7.6 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic Means, the Region must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

7.7 Quorum

Quorum for meetings of the Board will be a majority of the Directors currently in office.

7.8 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Region, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly, in accordance with the Societies Act, the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent himself or herself from the meeting or portion thereof:
 - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and

- (2) in any case, during the vote on the contract, transaction or matter; and
- (e) must refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Societies Act or these Bylaws.

7.9 Chair of Meetings

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

If at any meeting of the Board the Chair, Vice-Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

7.10 Alternate Chair

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

7.11 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

7.12 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

7.13 Resolution in Writing

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

7.14 Entitlement to Vote

Subject to Bylaw 7.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

The Person presiding as chairperson at a meeting of the Board does not have a second or a casting vote in the event of a tie and a motion or resolution that results in a tied vote is defeated.

7.15 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

8. DUTIES OF DIRECTORS AND OFFICERS

8.1 Officers

The officers of the Region are the Chair, Vice-Chair, Treasurer, Secretary and Past-Chair, together with such other offices, if any, as the Board may create in its discretion.

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

8.2 Removal of Officers

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

8.3 Replacement

Should any officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay to hold office until the next extraordinary general meeting (SAGM).

8.4 Duties of Chair

The Chair will supervise the other officers in the execution of their duties and will preside at all General Meetings and meetings of the Board.

8.5 Duties of Vice-Chair

The Vice-Chair will assist the Chair in the performance of his or her duties and will, in the absence of the Chair, perform those duties. The Vice-Chair will also perform such additional duties as may be assigned by the Board or determined by Board Resolution.

8.6 Duties of Past-Chair

The Past-Chair will assist the Chair in the performance of his or her duties and will, in the absence of the Chair and Vice-Chair, perform those duties. The Past-Chair will also perform such additional duties as may be assigned by the Board or determined by Board Resolution.

8.7 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the *Societies Act* and the *Income Tax Act*;
- (b) the receipt and deposit of all monies and other funds of the Region; and
- (c) the rendering of financial statements to the Directors, Members and others, when required.

8.8 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meeting of the Region and the Board;
- (b) the keeping of minutes of all meetings of the Region and the Board;
- (c) the custody of all records and documents of the Region, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Region.

8.9 Absence of Secretary at Meeting

If the Person appointed to take minutes is absent from any meeting of the Region or the Board, the Directors present will appoint another person to take minutes at that meeting.

8.10 Combination of Offices of Secretary and Treasurer

The offices and duties of Secretary and Treasurer may, in the Board's discretion, be combined and held by one Person who will be known as the Secretary-Treasurer.

8.11 Duties of Appointed Director

The Person appointed as Director to represent Coaches, will have the following duties and responsibilities:

- (a) acting as liaison between the Board and the coaches which he or she represents;

- (b) facilitating and promulgating the policies, procedures, initiatives, and directives of the Region and the Board within the respective committee or body;
- (c) providing information and advice on issues within the respective committee or body to the Board; and
- (d) providing such reports as may be requested by the Board.

9. INDEMNIFICATION

9.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Region against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

9.2 Purchase of Insurance

The Region may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

10. COMMITTEES

10.1 Creation and Delegation to Committees

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

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

10.2 Standing and Special Committees

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

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

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

10.3 Terms of Reference and Rules

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

10.4 Meetings

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

11. EXECUTION OF INSTRUMENTS

11.1 No Seal

The Region will not have a seal.

11.2 Execution of Instruments Generally

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

- (a) by the Chair, Vice-Chair or Treasurer, together with one other director; or
- (b) in the event that the Chair, Vice-Chair and Treasurer are unable to provide a signature, by any two Directors;

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

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

11.3 Signing of Financial Instruments

Notwithstanding Bylaw 11.2, any two of the Chair, Vice-Chair, Treasurer, or such other Persons as may be determined by Board Resolution may sign cheques and all banking and financial instruments on behalf of the Region.

12. FINANCIAL MATTERS AND REPORTING

12.1 Accounting Records

The Region will maintain such financial and accounting records and books of account as are required by the Societies Act and applicable laws.

12.2 Borrowing Powers

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

12.3 Restrictions on Borrowing Powers

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

12.4 When Audit Required

The Region is not required to be audited. However, the Region will conduct an audit **or review** of its annual financial statements if:

- (a) the Directors determine to conduct an audit **or review engagement** by Board Resolution; or
- (b) the Members require the appointment of an auditor by Ordinary Resolution,

in which case the Region will appoint an auditor qualified in accordance with Part 9 of the Societies Act and these Bylaws.

12.5 Appointment of Auditor at Annual General Meeting

If the Region determines to conduct an audit or review engagement, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Societies Act or until the Region no longer wishes to appoint an auditor.

12.6 Vacancy in Auditor

Except as provided in Bylaw 12.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

12.7 Removal of Auditor

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

12.8 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

12.9 Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Region in accordance with the requirements of the Societies Act and applicable law.

12.10 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

13. NOTICES

13.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

13.2 When Notice Deemed to have been Received

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

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

13.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

14. MISCELLANEOUS

14.1 Location

The operations of the Society are to be carried on throughout the area known as the Cariboo-North Central Area; geographically between Williams Lake in the South, to the Yukon border in the North, to the Pacific Coast in the West and to the Alberta/BC border in the East. The Region shall be located in British Columbia-Yukon Territory Section of Skate Canada.

14.2 Cariboo North Central Region

- a) The affairs of the Region shall be managed by a Region Board of Directors elected at an Extraordinary General Meeting (SAGM) of the Skate Canada member Clubs within the Region.
- b) The CNC Region shall not take or omit any action that knowingly jeopardizes the eligible status of its members.

14.3 Dissolution

In the event of dissolution of the Region the funds and assets of the Region after the satisfaction of its debts and liabilities, shall be given or transferred to such organization promoting the same purposes as this Region and may be determined by the members at the time of dissolution.

14.4 Inspection of Documents and Records

The documents and records of the Region, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Region, to inspect any of the following documents and records of the Region:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Region;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Region by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Region;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Region. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Chair of the Region, to inspect any other document or record of the Region and the Board may allow

the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

14.5 Right to become Member of other Society

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

15. BYLAWS

15.1 Entitlement of Members to copy of Constitution and Bylaws

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

15.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

15.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Societies Act.

These Bylaws adopted by Special Resolution dated January 14, 2022