



# 2024 AGM

## Meeting Materials

December 7<sup>th</sup>, 2024

## Contents

|   |    |
|---|----|
| Meeting Agenda .....                        | 3  |
| Draft Minutes of the 2023 AGM.....          | 4  |
| President’s Report .....                    | 11 |
| Staff Report.....                           | 12 |
| Auditor’s Report & Audited Financials ..... | 17 |
| Bylaw Amendments.....                       | 31 |
| Nominations Committee Report .....          | 40 |
| Nominee Bio .....                           | 43 |



## **2024 Annual General Meeting**

**December 7th at 4:00pm PST**

Held in person at Sun Peaks Grand Resort, Salon A, or via Zoom at:

<https://us02web.zoom.us/j/87629789060?pwd=aGvqKVDN8URmo78jdvuFU14yVbmzEG.1>

### **AGENDA:**

- Call to order and adoption of the Agenda
- Ratification of the Minutes of the 2023 Annual General Meeting
- Ratification of Board and Staff activities for the previous year
  - President's Report
  - Staff Report
- Acceptance of the Auditor's Report and Audited Financial Statements
- Appointment of the auditor
- Ratify the Board of Directors approved BCAS bylaw changes
- Election of directors
- President's Award
- Adjournment

**2023 ANNUAL GENERAL MEETING MINUTES (Draft)**
**Saturday, December 2nd, 2023**
**Held at Sun Peaks Grand Resort, as well as Zoom**
**<https://us02web.zoom.us/j/87021749389?pwd=Nmd6eW9Gc1k3OTNiYzBLc0J2Mk5lUT09>**

| <b>AGM Attendees</b>      |                                   |
|---------------------------|-----------------------------------|
| Sarah Morris-Probert      | Sasha Djurdjevic (Zoom)           |
| Ellen Fulton              | Russ Vida (Zoom)                  |
| Donovan Tildesley         | Peter Borich                      |
| Kay Fulford               | Hannah Bostrom                    |
| James Cooney              | Jason Brescacin                   |
| Will Davis                | Dave Burnham                      |
| Corinne Risler            | Ilkay Cakirogullari               |
| Michele Danielov          | Kurtis Craig                      |
| Heather Schoutens         | Hugh Faloon                       |
| Heather Shaw              | Nicholas Grey                     |
| John Shaw                 | Michael Healey                    |
| Anne Bethune              | Bob Hodgson                       |
| James Peters              | Alexandra Marriott                |
| Allan Watson              | Teresa Medina                     |
| Elaine Karras             | Oscar Grubweijel (check spelling) |
| Sheena Hayward            | Jacqueline Middleton              |
| Jenny Hawes               | Lorne Milne                       |
| Gail Williamson           | Caroline Monarque                 |
| Chelsea Archer            | Kikuo Otsuka                      |
| Simon Cho                 | Susan Plensky                     |
| Susan Hughes              | Mimi Poulin                       |
| Katherine Campbell (Zoom) | Mark Prinzing                     |
| Dan Cook (Zoom)           | Kevin Reichelt                    |
| Collette Laplante (Zoom)  | Celia Reichelt                    |
| Brittany Barnes (Zoom)    | Annidia Rolland                   |
| Azul-Sky Billy (Zoom)     | Kirsty Salmon                     |
| Bob Milne (Zoom)          | Michelle Schaefer                 |
| Eric Martinen (Zoom)      | Shawn Scheurer                    |
| James Hollis (Zoom)       | Graham Specht                     |
| Keivan Hirji (Zoom)       | Nan Stevens                       |
| Brynn Kaplan              |                                   |

| Agenda Item   | Minutes   |
|---|---|
| <p>Call to order and adoption of agenda</p>                       | <p>President, Sarah Morris-Probert (Sarah) calls the 2023 AGM to order at 4:16PM</p> <p>Add Presidents Award to the agenda</p> <p>Quorum is established.</p> <p><b>MOTION to adopt the agenda with Presidents Award added:</b><br/>           MOVED BY: Donovan<br/>           SECONDED BY: Anne<br/>           RESULT: Carried, unanimously</p>  |
| <p>Ratification of previous Minutes</p>                           | <p>There are no amendments suggested to the 2022 Annual General Meeting minutes circulated in advance of the meeting.</p> <p><b>MOTION:</b> To adopt the minutes of the 2022 Annual General Meeting as distributed.<br/>           MOVED BY: John Shaw<br/>           SECONDED BY: Jenny Hawes<br/>           RESULT: Carried, unanimously.</p>   |
| <p>Ratify Board of Directors activities for the previous year</p> | <p><b>Presidents Message</b></p> <p>Sarah welcomes everyone to the AGM – it’s our 50<sup>th</sup> Anniversary, and there’s a busy year ahead with many new and existing events, Shoulder to Shoulder, SheCan, WeCan, etc. Hoping for lots of snow! Welcome everyone and have a great year!</p> <p>Will welcomes everyone and introduces our staff, Michele, Heather, Corinne and Chelsea</p> <p>Will asks Corinne to review the staff report.</p> |

|            |   |
|------------|---|
|            | <p><b>Staff Report</b></p> <p>Corinne: Very busy season last year. The most memberships ever – up over 250 members. 2379 members!.</p> <p>We funded 14 course conductors to attend Pre-Course, and ran several CADS courses throughout BC. There was the highest number of CADS certifications delivered over 12 clubs.</p> <p>422 - Level 1's,<br/>49 - Level 2's<br/>6 - Level 3's.<br/>477 Total</p> <p>SheCan – Was another great success with 20 instructors from 6 clubs.</p> <p>HP – two AMC camps – Sun Peaks and Banff.</p> <p>Canada Winter Games – Samuel Peters, Matthew Leach and Chase and Ronan Wiens. Very successful games – Sam got a bronze, Matthew and Chase received gold and Silver</p> <p>Will..<br/>Mustang Powder in Monashee Mountains. Jeff Scott was the lead of this event. Very successful – 17 individuals from 4 clubs. On pause for this season. Would like to do this again in the future.</p> <p>CLC in the 2<sup>nd</sup> year – was a very positive conference. Excellent community builder and information sharing. We hope to run again April 9 and 10 at Whistler.</p> <p>We have lots of gatherings and events coming up this season, and we will be discussing later this evening.</p> |
| Financials | <p>Sasha: BCAS was able to secure higher funding on all levels. We are in a very healthy financial situation moving into this season and beyond.</p>  |

|   |   |
|---|---|
|   | <p><b>MOTION:</b> To accept the audited financial statements for the fiscal year ending April 30th, 2023 as prepared by Baker Tilly WM LLP.<br/>         MOVED BY: John Shaw<br/>         SECONDED BY: Kay Fulford<br/>         RESULT: Carried, unanimously.</p> <p><b>MOTION:</b> To appoint Baker Tilly WM LLP as the auditor for the fiscal period ending April 30<sup>th</sup>, 2024.<br/>         MOVED BY: Jenny Hawes<br/>         SECONDED BY: Gail Williamson<br/>         RESULT: Carried, unanimously.</p>  |
| <p>Amendment to the bylaws Part 6 – Nominations and Elections</p> | <p>To increase the number of board members from 8 to 10 (including immediate past chair) in order to expand the abilities on the board. To increase the number of board directors by 2. Questions?</p> <p>Will reads the bylaw in question. A question / answer period follows...</p> <p><b>Question:</b><br/>         What prompted this change?</p> <p><b>Answer:</b><br/>         To increase the opportunities – add directors with specific backgrounds for our future events / endeavours and start thinking about succession planning.</p> <p><b>Question:</b><br/>         Is past chair voting?</p> <p><b>Answer:</b><br/>         No</p> <p><b>Question:</b><br/>         What is the quorum for the BCAS board?</p> <p><b>Answer:</b><br/>         –51%</p> <p><b>Question:</b><br/>         Shouldn't extra directors be elected into our current number of directors, rather than adding extras?</p> |

**Answer:**

The thought is to allow for overlap between experienced and new board members and allow for successful succession planning down the road.

**Question:**

Does it have to be exactly 9 plus the past president?

**Answer**

The board should endeavor to have a full number of directors, however we can't guarantee a director won't step down mid-term.

Section 6.2 (b) must also be amended to new max number of directors.

Jenny Hawes has amended the clause:

6.1 Board of Directors will be comprised of a max of 9 plus the non-voting, immediate past chair.

6.2 b the max # of directors must be 9 plus immediate past chair

Rewritten Clause in it's entirety:

6.1 The Board of Directors will be comprised of a maximum of **nine (9) elected or appointed directors plus, the non-voting, immediate Past-Chair**. Directors and Officers shall be elected at each Annual General Meeting of the Association to fill the vacancies created by the expiry of terms at such meeting. Elected or appointed Directors and Officers shall be elected for a term of two (2) years and each person elected as Director will assume the duties of Director immediately following the Annual General Meeting at which such Director is elected and will remain in office until the second Annual General Meeting of the Association has been held after the election unless such Director resigns in writing, dies, or is removed pursuant to these By-laws. In the event the immediate Past-Chair retires, the position shall remain vacant.

6.2 (b) The maximum number of Directors must be nine (9), plus the immediate Past-Chair.

**MOTION:** to adopt rewritten clause (included above)

MOVED BY: Jenny Hawes

SECONDED BY: Michele Schaefer



|                              |  |
|------------------------------|--|
|                              | <p>RESULT: Carried, unanimously</p>  |
| <p>Election of directors</p> | <p><b>Review of current directors / changes:</b></p> <ul style="list-style-type: none"> <li>• Jeff Scott has had to step down to pursue other business endeavors.</li> <li>• Brittany Barnes joined the board in September to replace Kay after she stepped down</li> <li>• Keivan is not seeking re-election as VP, or Board member. We are very sad to see him go, but Keivan assures us he is not going far away, and will be helping in the background with the new board members, and is more than happy to advise if needed.</li> </ul> <p>Big thank you to Kay for all her years of past service!</p> <p>Nominations committee report – all nominees have been endorsed by the board, and unless there is any objections, all are nominated by acclamation – 4 rotations allowed of 2 years each:</p> <p>Board of Directors is now comprised of the following board members:</p> <p>Sarah Morris-Probert<br/>Ellen Fulton<br/>Sasha Djurdevic<br/>James Cooney<br/>Donovan Tildesley<br/>Tory Brown (newly elected)<br/>Brittany Barnes (newly elected)<br/>Brendan Dawson (newly elected)<br/>Russ Vida (newly elected)</p> <p>Any oppositions? None, all confirmed to the board.</p> <p>Welcome to our new members!</p> |
| <p>President award</p>       | <p>Sarah nominates a very well deserving, Gail Williamson for this years Presidents Award. Gail will be off to the BC Sports awards in March!</p>  |

|             |   |
|-------------|---|
|             | Congratulations Gail!!  |
| Adjournment | <p><b>MOTION:</b> To adjourn the 2023 BC Adaptive Snowsports annual general meeting. At 5:27pm<br/>MOVED BY: Donovan<br/>SECONDED BY: John Shaw<br/>RESULT: Carried, unanimously.</p> <p>The meeting is adjourned at 5:27PM</p> |



**PRESIDENT'S REPORT  
2024 ANNUAL GENERAL MEETING**

Dear Members,

Welcome to Summit.

The Board and I are excited to introduce Sandra Haziza as our new Executive Director. Sandra has a strong background and understanding of Snowsports. Please don't be shy to say hello during the Summit weekend!

As we reflect on another year of growth, progress, and unforgettable experiences at BCAS, together, we continue to make a meaningful difference in the lives of individuals with disabilities, enabling them to experience the joy and freedom of Snowsports.

This past year has been a testament to the power of community, resilience, and the unwavering spirit that defines our organization.

I want to personally thank the BCAS Board and Staff for their hard work and dedication. From expanding our programs and reaching new participants, to strengthening our partnerships with our Clubs, we have continued to build a foundation for a brighter future, providing more opportunities for participants to engage with the outdoors in ways that are empowering, fun and therapeutic.

Over the weekend, please take the time to share your highlights of last ski season. These moments of success reinforce why we do this work.

I want to extend my deepest gratitude to everyone who has been a part of our journey this year. It is because of you that we continue to fulfill our mission of providing life changing opportunities in Adaptive Snowsports.

Thank you for being a part of this incredible community. Together, we will continue to make Snowsports accessible for everyone.

Warm regards



Sarah Morris-Probert  
President, BC Adaptive Snowsports

**STAFF REPORT  
2024 ANNUAL GENERAL MEETING**

Please accept the following report on behalf of the staff at BC Adaptive Snowsports, for the period of May 2023 to April 2024 (aka: “last season”). This report is not a comprehensive summary of all activity, but rather a summary of key metrics and updates from 2023-2024.

**Membership**

Membership levels are skyrocketing! We had a record breaking 2829 members registered within BC Adaptive Snowsports and across the 17 member clubs as listed below:

| <b>Membership Registration</b> | <b>2021-22 Season</b> | <b>2022-23 Season</b> | <b>2023-24 Season</b> |
|--------------------------------|-----------------------|-----------------------|-----------------------|
| Participants                   | 925                   | 1072                  | 1229                  |
| Volunteers, Instructors        | 1192                  | 1307                  | 1600                  |
| <b>Total</b>                   | <b>2117</b>           | <b>2379</b>           | <b>2829</b>           |

| <b>Club</b>                                 | <b>Acronym</b> | <b>Mountain(s)</b>  |
|---|----------------|---------------------|
| Adaptive Sports at Sun Peaks                | ASSP           | Sun Peaks           |
| Baldy Blue Jays Adaptive Sports             | Blue Jays      | Baldy Mountain      |
| Caledonia Snowsports Society                | CASS           | Caledonia Mountain  |
| East Kootenay Adaptive Snowsports           | EKAS           | Kimberly            |
| Fernie Adaptive Snow Program                | FIRE           | Fernie              |
| Friends of Mount Sima Society               | FMSS           | Whitehorse, YT      |
| Panorama Adaptive Sports Society            | PASS           | Panorama            |
| Powderhounds Adaptive Snowsports            | PAS            | Big White           |
| Red Adaptive Ski Program                    | RASP           | Red Mountain        |
| Revelstoke Adaptive Sports Program          | RAD            | Revelstoke          |
| Silver Star Adaptive Snowsports             | SSASS          | Silver Star         |
| Vancouver Adaptive Snowsports               | VASS           | N. Shore Mountains  |
| Vancouver Isl. Soc. for Adaptive Snowsports | VISAS          | Mount Washington    |
| Whistler Adaptive Sports Program            | WASP           | Whistler Blackcomb  |
| Whitewater Adaptive                         | Whitewater     | Whitewater Mountain |

**CADS National PreCourse**

BCAS fully funded 25 course conductors to attend the National CADS Pre-Course held at Big White from Nov 22 – 26, 2023. Ten out of 13 course conductors achieved their Ski Level 1 course conductor and one newly certified Snowboard Level 2 course conductor. Ten Level 2 ski course conductors did their Level 2 CC maintenance, and one Snowboard Level 1 course conductor did their CCL1 maintenance. Course conductors from 7 clubs were present.

**BCAS course conductors delivered the following certification courses:**

|                        |                 |                         |
|------------------------|-----------------|-------------------------|
| CADS level 1 ASD       | Apex Resort     | 6 instructors certified |
| CADS Level 1 SB        | Fernie          | 1 instructors certified |
| CADS Level 1           | Revelstoke      | 7 instructors certified |
| CADS SB Level 1        | Big White       | 8 instructors certified |
| CADS Level 1           | Panorama        | 9 instructors certified |
| CADS Level 1           | Red Mountain    | 5 instructors certified |
| CADS Level 2 3-4 track | Sun Peaks       | 5 instructors certified |
| CADS Level 2 ASD       | Sun Peaks       | 8 instructors certified |
| CADS Level 1 Ski/SB    | Mount Sima, YT  | 6 instructors certified |
| CADS Level 3           | Whistler/Grouse | 9 instructors certified |

**Total CADS certification delivered by 11 clubs:**

|                            |            |
|----------------------------|------------|
| Level 1 (full or modular): | 416        |
| Level 2 (full or modular): | 73         |
| Level 3:                   | 12         |
| <b>Total:</b>              | <b>501</b> |

### **BCAS Summit:**

Held at the Sun Peaks Grand, 46 participants and 19 on-snow facilitators (9 clubs were present). Summit sessions included: CSIA and CASI personal skill development, sit-ski improvement, assessment & development, turn progression, tethering, tips & tricks, CADS Level 2 prep and CADS Level 3 prep. Instructors & session leaders get a chance to network, share information and learn from each other. In celebration of our 50th anniversary, a photo slideshow was shown after dinner, followed by a fireside chat where we reflected on the past 50 years of adaptive snowsports and looked forward to the next half-century.

### **SheCan Camp:**

Held at Silver Star, SheCan was attended by 18 instructors from 6 different clubs. The camp was facilitated by one CSIA Level 4 instructors from Whistler, three CADS Level 3 CC as well as a CASI Level 4 instructor from Big White who facilitated different sessions to foster personal skill development as well as leadership skills.

### **High Performance:**

Two All-Mountain Camps were delivered in partnership with Rocky Mountain Adaptive, the first one was held at Sun Peaks in January and was attended by 13 athletes (1 VI skier plus guide, 4 sit-skiers, 7 stand-up skiers) from British Columbia. The second camp was held at Sunshine Village / Banff in April and was attended by 13 athletes (1 snowboarder, 3 sit-skiers and 9 stand-up skiers) from British Columbia, Alberta and Ontario. We were able to deliver successfully on snow-sessions (race training and all mountain skill development) as well as indoor sessions and a group dinner. Alpine Canada's para-alpine coach was in attendance at both camps and engaged with our targeted athletes, which include Matthew Leach, a VI racer from Lumby, Ronan Wiens, a stand-up skier from Salmon Arm, and Samuel Peters, a sit-skier, from Kelowna.

### **Shoulder 2 Shoulder Veteran Camps**

BC Adaptive Snowsports was honored to host three Shoulder 2 Shoulder Veteran Retreats this past season! A heartfelt thank you to the incredible instructors who volunteered their time, as well as to James and Tracy Cooney and Russ Vida for their dedication in organizing the events.

S2S provides a supportive and healing environment for ill or injured Veterans and RCMP, alongside their support person. Thanks to funding from the Canadian Legions, Dominion Command, Spartan Wellness, and private donations, we are grateful for the opportunity to make a meaningful impact in the lives of our veterans!

### **Ramp it Up**

This past April, BC Adaptive Snowsports, thanks to funding from Heritage Canada, had the pleasure of welcoming 56 youth and their caregivers from across Canada for an unforgettable experience, Ramp it Up! Our fully accessible venue at the Easter Seals Camp in Squamish served as the perfect base for exploring the local mountains and Vancouver. Our guests enjoyed skiing at Whistler, snowshoeing at Grouse, and visits to Stanley Park and the BC Sports Hall of Fame. A huge thank you to the amazing volunteers from WASP and VASS for making this event so special. We also want to recognize everyone who assisted at the camp, riding buses with the youth and chaperoning throughout the week. We couldn't have done it without your support!

### **50<sup>th</sup> Anniversary Celebration**

This past year was truly special for us! Our 50th Anniversary kicked off with a memorable reflection during the Summit, featuring a slideshow and panel discussion. At the season's end, over 100 members gathered at the BC Sports Hall of Fame for an evening of fun, memories, and celebration. It was an unforgettable night as we celebrated five decades of adaptive snowsports in BC.

**Club Leaders Conference:**

The third annual CLC took place from April 12 to 14 in Richmond. Leaders from 9 clubs participated in meetings that allowed sharing of resources and insights into club growth and development. We were happy to, once again, welcome Daniel Fontaine, New West Counsellor and founder of Michifco as a guest speaker.

**In Closing:**

As we welcome 2024, the staff at BC Adaptive Snowsports would like to express our heartfelt thanks to our clubs, club leaders, and the incredible volunteers who help carry out the mission of BC Adaptive Snowsports in communities across the province. The 2023-2024 season was particularly special as we celebrated our 50th Anniversary. With a strong foundation in place, we are excited to move forward with new initiatives to advance our mandate in 2024/2025. We recognize that our work would not be possible without the unwavering support of the BCAS board and our many volunteers, and we are truly grateful for each and every one of you.

Respectfully submitted with input and support from Corinne and Heather.

Sandra Haziza,  
Executive Director





**B.C. ADAPTIVE SNOWSPORTS ASSOCIATION**

Vancouver, B.C.

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FINANCIAL STATEMENTS

April 30, 2024



**Baker Tilly WM LLP**

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## **INDEPENDENT AUDITOR'S REPORT**

To the Members of B.C. Adaptive Snowsports Association:

### **Report on the Audit of the Financial Statements**

#### *Opinion*

We have audited the financial statements of B.C. Adaptive Snowsports Association (the "association"), which comprise the statement of financial position as at April 30, 2024, and the statement of operations, statement of changes in net assets and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the association as at April 30, 2024, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

#### *Basis for Opinion*

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the association in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Responsibilities of Management and Those Charged with Governance for the Financial Statements*

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the association's financial reporting process.

### *Auditor's Responsibilities for the Audit of the Financial Statements*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ◆ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ◆ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the association's internal control.
- ◆ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ◆ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the association to cease to continue as a going concern.
- ◆ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

**Report on Other Legal and Regulatory Requirements**

As required by the Societies Act (British Columbia), we report that, in our opinion, the accounting principles in Canadian accounting standards for not-for-profit organizations have been applied on a basis consistent with that of the preceding year.

*Baker Tilly WM LLP*

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, B.C.  
November 7, 2024

## B.C. ADAPTIVE SNOWSPORTS ASSOCIATION

### STATEMENT OF OPERATIONS

For the year ended April 30, 2024

|   | 2024             | 2023            |
|---|------------------|-----------------|
|   | \$               | \$              |
| <b>Revenues</b>                                 |                  |                 |
| Provincial government                           | 346,378          | 247,301         |
| Fundraising                                     | 152,820          | 95,832          |
| Federal government                              | 141,275          | -               |
| Memberships, dues and association fees          | 105,263          | 96,452          |
| Interest and investment income (Note 7)         | 35,631           | 24,138          |
| Gifts   | 3,815            | 3,450           |
|   | <u>785,182</u>   | <u>467,173</u>  |
| <b>Expenditures</b>                             |                  |                 |
| Amortization of property and equipment          | 365              | 942             |
| Assistance funding                              | 8,411            | 22,750          |
| Bad debts                                       | 1,000            | -               |
| Bank charges and interest                       | 3,562            | 3,151           |
| Communications and marketing                    | 12,852           | 9,179           |
| Education and training                          | 1,365            | 1,274           |
| Entry fees                                      | 7,240            | 4,480           |
| Equipment                                       | 5,768            | 49              |
| Events  | 334,164          | 82,924          |
| Honorariums                                     | 9,350            | 9,300           |
| Meals and entertainment                         | 15,530           | 7,140           |
| Meetings  | 9,347            | 673             |
| Membership dues                                 | 53,753           | 47,269          |
| Occupancy cost                                  | 13,310           | 13,200          |
| Office  | 7,464            | 7,407           |
| Professional services                           | 76,150           | 20,093          |
| Staffing (Note 10)                              | 281,596          | 219,469         |
| Telephone, data and IT                          | 7,246            | 8,025           |
| Travel  | 51,694           | 34,973          |
|   | <u>900,167</u>   | <u>492,298</u>  |
| <b>Deficiency of revenues over expenditures</b> | <b>(114,985)</b> | <b>(25,125)</b> |

The accompanying notes are an integral part of these financial statements.

## B.C. ADAPTIVE SNOWSPORTS ASSOCIATION

### STATEMENT OF CHANGES IN NET ASSETS

For the year ended April 30, 2024

|   | Unrestricted<br>\$ | Invested in<br>property and<br>equipment<br>\$ | Total<br>2024<br>\$ | Total<br>2023<br>\$ |
|---|--------------------|--|---------------------|---------------------|
| Balance, beginning                          | 333,324            | 365  | <b>333,689</b>      | 358,814             |
| Deficiency of revenues over<br>expenditures | (114,985)          | -  | <b>(114,985)</b>    | (25,125)            |
| Amortization                                | 365                | (365)  | -                   | -                   |
| Balance, ending                             | <b>218,704</b>     | -  | <b>218,704</b>      | 333,689             |

*The accompanying notes are an integral part of these financial statements.*

## B.C. ADAPTIVE SNOWSPORTS ASSOCIATION

### STATEMENT OF FINANCIAL POSITION

April 30, 2024

|                                    | 2024           | 2023           |
|------------------------------------|----------------|----------------|
|                                    | \$             | \$             |
| <b>Assets</b>                      |                |                |
| Current                            |                |                |
| Cash (Note 3)                      | 262,805        | 434,078        |
| Receivables                        | 146,990        | 15,425         |
| GST receivable                     | 6,449          | 4,122          |
| Prepaid expenses                   | -              | 17,049         |
|                                    | <u>416,244</u> | <u>470,674</u> |
| Property and equipment (Note 4)    | -              | 365            |
|                                    | <u>416,244</u> | <u>471,039</u> |
| <b>Liabilities</b>                 |                |                |
| Current                            |                |                |
| Payables and accruals              | 117,572        | 24,450         |
| Deferred revenue (Note 5)          | 79,968         | 82,900         |
| CEBA loan payable (Note 6)         | -              | 30,000         |
|                                    | <u>197,540</u> | <u>137,350</u> |
| <b>Net Assets</b>                  |                |                |
| Unrestricted                       | 218,704        | 333,324        |
| Invested in property and equipment | -              | 365            |
|                                    | <u>218,704</u> | <u>333,689</u> |
|                                    | <u>416,244</u> | <u>471,039</u> |

*Contingency (Note 10)*

Approved by the Board:

\_\_\_\_\_

\_\_\_\_\_

## B.C. ADAPTIVE SNOWSPORTS ASSOCIATION

### STATEMENT OF CASH FLOWS

For the year ended April 30, 2024

|   | 2024            | 2023           |
|---|-----------------|----------------|
|   | \$              | \$             |
| <b>Cash flows related to operating activities</b> |                 |                |
| Deficiency of revenues over expenditures          | (114,985)       | (25,125)       |
| Adjustment for item which does not affect cash:   |                 |                |
| Amortization of property and equipment            | <u>365</u>      | <u>942</u>     |
|   | (114,620)       | (24,183)       |
| Changes in non-cash working capital:              |                 |                |
| Receivables                                       | (131,565)       | (6,842)        |
| GST receivable                                    | (2,327)         | (1,867)        |
| Prepaid expenses                                  | 17,049          | (11,627)       |
| Payables and accruals                             | 93,122          | (4,381)        |
| Deferred revenue                                  | <u>(2,932)</u>  | <u>14,839</u>  |
|   | (141,273)       | (34,061)       |
| <b>Cash flows related to financing activity</b>   |                 |                |
| Repayment of CEBA loan payable                    | <u>(30,000)</u> | <u>-</u>       |
| <b>Net decrease in cash</b>                       | (171,273)       | (34,061)       |
| Cash, beginning                                   | 434,078         | 468,139        |
| <b>Cash, ending</b>                               | <u>262,805</u>  | <u>434,078</u> |

*The accompanying notes are an integral part of these financial statements.*



# B.C. ADAPTIVE SNOWSPORTS ASSOCIATION

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended April 30, 2024

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### 1. Nature of operations

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B.C. Adaptive Snowsports Association (the "association") is a not-for-profit organization incorporated under the Society Act of British Columbia. The association promotes and provides skiing programs and services to all persons with a disability. Under the provisions of the Income Tax Act, the association is a charitable organization and is exempt from Canadian federal and provincial income taxes.

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### 2. Significant accounting policies

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These financial statements have been prepared in accordance with Canadian accounting standards for not-for-profit organizations and include the following significant accounting policies:

#### Property and equipment

Property and equipment are carried at cost less accumulated amortization. Amortization is calculated annually as follows:

|                   |                            |
|-------------------|----------------------------|
| Equipment         | 3 to 5 years straight-line |
| Computer hardware | 3 years straight-line      |

Property and equipment are tested for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. An impairment loss is recognized when the carrying amount of an asset is not recoverable and exceeds its fair value or replacement cost. Write-downs are not reversed.

#### Revenue recognition

The association follows the deferral method of accounting for revenue. Restricted contributions are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Forgivable loans comprise government assistance that is forgiven on the condition that the association continues to meet certain requirements specified at the time of entitlement. Forgivable loans are recognized as other income. If conditions arise that would cause the forgivable loan to be repayable, the association recognizes a liability to repay the assistance in the period the conditions occurred. Loans from governments and their agencies having normal commercial characteristics are not considered to be government assistance.

Memberships, dues and association fees are recognized in the year to which they apply.

Fundraising event revenue is recognized in the year in which the event takes place.

Interest income is recognized on a time proportion basis and investment income is recognized when received or receivable.

## B.C. ADAPTIVE SNOWSPORTS ASSOCIATION

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended April 30, 2024

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## 2. Significant accounting policies (continued)

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### Financial instruments

#### Arm's Length Transactions

##### *Measurement of financial instruments*

The association measures its financial assets and financial liabilities at fair value at the acquisition date, except for financial assets and financial liabilities acquired in related party transactions.

The association subsequently measures all of its financial assets and financial liabilities at amortized cost.

#### Related Party Transactions

##### *Measurement of related party financial instruments*

The association measures all related party financial instruments recognized in these financial statements at either the cost of the related party financial instrument, or at the cost of the consideration exchanged for the related party financial instrument. Measurement is based on the nature of the financial instrument, and depends on whether the instrument has repayment terms. The association has no related party financial instruments required to be measured at fair value.

When the instrument has repayment terms, the cost is determined using the undiscounted cash flows, excluding interest and dividend payments, and less any impairment losses previously recognized by the transferor.

When the related party financial instrument has no repayment terms, the cost of the instrument is determined using the consideration transferred or received.

Related party financial instruments initially measured at cost are subsequently measured using the cost method.

#### Transaction costs

Transaction costs related to the acquisition or issuance of financial instruments subsequently measured at fair value and to instruments originated or exchanged in a related party transaction are recognized in deficiency of revenues over expenditures when incurred. The carrying amounts of financial instruments not subsequently measured at fair value are adjusted by the amount of the transaction costs directly attributable to the acquisition or issuance of the instrument, and the adjustment is recognized in deficiency of revenues over expenditures over the life of the instrument using the straight-line method.

## **B.C. ADAPTIVE SNOWSPORTS ASSOCIATION**

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended April 30, 2024

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#### **2. Significant accounting policies (continued)**

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##### **Financial instruments (continued)**

###### Impairment

Financial assets measured at amortized cost and related party financial assets measured using the cost method are assessed for indications of impairment at the end of each reporting period. If impairment is identified, the amount of the write-down is recognized as an impairment loss in deficiency of revenues over expenditures. Previously recognized impairment losses are reversed when the extent of the impairment decreases, provided that the adjusted carrying amount is no greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of the reversal is recognized in deficiency of revenues over expenditures.

###### **Contributed materials and services**

Contributed materials and services are not recognized in the financial statements unless they are substantial, a fair value can be reasonably estimated, and the materials and services are used in the normal course of operations and would otherwise have been purchased. No contributed materials and services of a material amount were recognized in the years ending 2024 and 2023.

###### **Use of estimates**

The preparation of financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the reporting period.

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#### **3. Restricted cash**

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Cash includes funds in a separate bank account (the "Gaming account") that are externally restricted by the Province of B.C. Community Gaming Grants Branch (the "Branch") for specific programs applied for by the association and approved by the Branch. During the year, the association received funds for staff wages and other costs essential for the delivery of athletic programs, of which \$161 (2023: \$96,599) remained in the Gaming account as of April 30, 2024.

## B.C. ADAPTIVE SNOWSPORTS ASSOCIATION

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended April 30, 2024

#### 4. Property and equipment

|                             | Cost           | Accumulated amortization | 2024<br>Net carrying amount | 2023<br>Net carrying amount |
|-----------------------------|----------------|--------------------------|-----------------------------|-----------------------------|
|                             | \$             | \$                       | \$                          | \$                          |
| Equipment                   | 122,592        | 122,592                  | -                           | 365                         |
| Computer hardware           | 12,276         | 12,276                   | -                           | -                           |
| Technical program equipment | 2,918          | 2,918                    | -                           | -                           |
|                             | <u>137,786</u> | <u>137,786</u>           | <u>-</u>                    | <u>365</u>                  |

#### 5. Deferred revenue

|                         | Balance,<br>beginning<br>of year | Funding<br>received | Revenue<br>recognized | Funding<br>repayable | Balance,<br>end of year |
|-------------------------|----------------------------------|---------------------|-----------------------|----------------------|-------------------------|
|                         | \$                               | \$                  | \$                    | \$                   | \$                      |
| viaSport BC grants      | 70,000                           | 186,378             | (256,378)             | -                    | -                       |
| Community Gaming grant  | -                                | 90,000              | (90,000)              | -                    | -                       |
| Canadian Heritage grant | -                                | 166,181             | (141,275)             | (24,906)             | -                       |
| Fundraising revenue     | <u>12,900</u>                    | <u>129,282</u>      | <u>(62,214)</u>       | <u>-</u>             | <u>79,968</u>           |
|                         | <u>82,900</u>                    | <u>571,841</u>      | <u>(549,867)</u>      | <u>(24,906)</u>      | <u>79,968</u>           |

#### 6. Canada Emergency Business Account loan

During the year ended April 30, 2021, the association received a \$40,000 loan under the Canada Emergency Business Account ("CEBA") program. The loan is guaranteed by the Canadian government, unsecured, and interest-free through January 18, 2024. \$10,000 is eligible for forgiveness, contingent on the association repaying \$30,000 on or before January 18, 2024. The association recognized \$10,000 as revenue for the forgivable portion of the loan in the year ended April 30, 2021. The \$30,000 CEBA loan was fully repaid during the year.

The funds from the CEBA program must only be used to pay non-deferrable operating expenses such as payroll, rent, utilities, insurance, property tax and regularly scheduled debt service, and may not be used to fund any costs such as prepayment or refinancing of existing indebtedness, and/or increases in management compensation.

## **B.C. ADAPTIVE SNOWSPORTS ASSOCIATION**

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended April 30, 2024

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#### **7. Endowment fund**

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The B.C. Adaptive Snowsports Endowment Fund was established with the Vancouver Foundation on November 8, 1981 with a contribution from the association of \$100,000. The primary investment objective of this fund is to provide long-term continuance of the purpose of the association. The association does not reflect the fund in its financial statements because it lacks discretion over the investment of the capital of the fund. If the association ceases to exist, the Vancouver Foundation will disburse the funds based on the fund's primary objective, or, alternatively, for such other charitable purposes determined by the Directors of the Vancouver Foundation. The quoted market value of the securities underlying the fund's capital as at April 30, 2024 was \$281,576 (2023: \$266,166). Investment income received from the fund in the year totaled \$12,589 (2023: \$9,253).

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#### **8. Remuneration of employees, contractors and directors**

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The B.C. Societies Act requires the association to disclose the remuneration paid to employees and contractors whose remuneration during the year was at least \$75,000 and all remuneration paid to directors.

During the year, one employee was paid \$91,446 (2023: \$87,090). No remuneration was paid to directors in the years ended April 30, 2024 and 2023.

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#### **9. Financial instruments**

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Items that meet the definition of a financial instrument include cash, receivables, and payables and accruals.

Financial instrument transactions, such as collecting receivables, settling payables, and repaying debt obligations may result in exposure to significant financial risks and concentrations of risk. For the year ended April 30, 2024, the association was not exposed to significant risks arising from its financial instruments. There have been no changes to the significant risks from the prior year.

##### **Credit risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The association's cash is held at a financial institution that is a member of the Canada Deposit Insurance Corporation. There is a concentration of risk as 88% (2023: 72%) of the balance is held in one bank account.

## **B.C. ADAPTIVE SNOWSPORTS ASSOCIATION**

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended April 30, 2024

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#### **10. Contingency**

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Subsequent to the year end, a former employee filed a court action against the association for claims relating to wrongful dismissal of at least \$109,000 plus additional vacation pay and bonuses. As at April 30, 2024, \$30,000 has been accrued in staffing expenditures for the settlement amount estimated by management. The association has filed a response to civil claim in July 2024 denying the claims. As at the date of issuance of these financial statements, management is unable to estimate the final outcome of these actions and the potential liability in excess of the amount accrued cannot be reasonably estimated.

## BYLAWS OF BC Adaptive Snowsports Association

### Part 1 – Interpretation

- 1.1 (a) In these Bylaws, unless the context otherwise requires: “**Directors**” or “**Board**” means the Board of Directors of the Association for the time being; “**Societies Act**” means the Societies Act of British Columbia from time to time in force and all amendments to it; “**registered address**” of a member means the member’s address as recorded in the register of members.
- 1.1 (b) The definitions in the Societies Act on the date these Bylaws become effective, apply to these Bylaws.
- 1.1 (c) Whenever the word “**Association**” or “**Society**” is used in these Bylaws, it shall mean “BC Adaptive Snowsports Association”, which may do business as “BC Adaptive Snowsports (BCAS)”.
- 1.2 Words importing the singular include the plural and vice versa.
- 1.3 Whenever the words “**the Executive**” are used in these Bylaws, it shall mean the President, Vice-President, Secretary, and Treasurer of the Association. The Executive will be elected by the Board of Directors, from among the Directors elected at the Annual General Meeting
- 1.4 “Past-President” is considered a non-voting advisor position to assist the Board of Directors.
- 1.5 Whenever the words “**special resolution**” are used in these Bylaws, it shall mean a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy.
- 1.6 The operations of the Society are to be chiefly carried out in Greater Vancouver, in the Province of British Columbia, and elsewhere in the said Province.
- 1.7 The purposes of the Society shall be carried out without purpose of monetary gain for its Members, and any profits or accretions to the Society shall be used for the promoting of its purposes.
- 1.8 In the event of the dissolution of the Society, the funds and assets of the Society shall be given or transferred to such organizations with purposes similar to the purposes of the Society, as may be determined by the Members of the Association at the time of dissolution, provided that such organization or organizations shall be a recognized charity or charities recognized by Canada Revenue Agency as being qualified as such under the provisions of the Income Tax Act of Canada. This provision was previously unalterable.

### Part 2 – Membership

- 2.1 The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
- 2.2 Every member must uphold the constitution and comply with these Bylaws.
- 2.3 The amount of the annual membership dues must be determined by the Board.
- 2.4 A person ceases to be a member of the Association:
  - (a) by delivering their resignation in writing to the Secretary of the Association or by mailing, electronic mailing or delivering it to the address of the Association,
  - (b) on their death or, in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) on having failed to pay the annual membership fee, or fails to pay any other subscription of indebtedness to the Association, the executive may cause the name of such member to be removed from the register of members in good standing
- 2.5 (a) A member may be expelled by a board resolution passed at a disciplinary committee hearing called specifically for that purpose.

- (b) The notice of board resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - (c) ¶ The Board may remove a member by majority vote on a board resolution to that effect, held at least 20 days following notice to the member of the board's intention to hold a board resolution, with the member being allowed an opportunity to be heard electronically or in person, at the disciplinary committee hearing to the board prior to voting. Within 20 days of a decision on the board resolution, The President or their delegate shall notify the member subject to the board resolution of the outcome. The board's decision is final and binding on the member, without any further right of appeal.
- 2.6 All members are in good standing except a member who has failed to pay their current annual membership fee, or any other subscription or debt due and owing by the member to the Association, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 – Meetings of Members**

- 3.1 The Annual General Meetings of the Association must be held at the time and place, be available virtually and/or in person, in accordance with the Societies Act, that the Directors decide.
- 3.2 The Executive may, when they think fit, convene a Special General Meeting. A Special General Meeting can also be set at the written request of one-quarter of the active members of the Association.
- 3.3 Notice of all Annual and Special General Meetings of the Association shall be delivered via electronic mail to each member by the Executive or by the persons calling the meeting at least fourteen (14) days prior to the date on which the meeting is called and shall specify the place and the hour of any such meeting, and, in case of special business, the general nature of that business. Emergency meetings excepted.
- 3.4 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, unless the accidental omission includes over 15% of the membership.
- 3.5 The first Annual General Meeting of the Association must be held not more than 15 months after the date of incorporation and after that, an Annual General Meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

### **Part 4 - Management of the Association**

- 4.1 The affairs of the Association shall be managed by the Directors.
- 4.2 The Directors shall have power to enter into or on behalf of, and to bind, the Association in respect of any contract, agreement arrangement made with any persons or body which they deem advisable in the conduct of the affairs of the Association and in furtherance of its aims and objects, and otherwise to transact such business of the Association as may come before it.

### **Part 5 – Proceedings at Special General Meetings**

- 5.1 Special business is
  - (a) all business at a Special General Meeting except the adoption of rules of order, and
  - (b) all business conducted at an annual General Meeting, except the following:
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the Directors;
    - (iv) the report of the auditor, if any;
    - (v) the election of Directors;
    - (vi) the appointment of the auditor, if required;
    - (vii) the other business that, under these Bylaws, ought to be conducted at an annual General Meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 5.2 (a) Business, other than the election of a President and the adjournment or termination of the meeting, must not be conducted at a Special General Meeting at a time when a quorum is not



- present
- (b) If at any time during a Special General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (c) A quorum is 3 Directors and 10 members of the Association.
- 5.3 If within 30 minutes from the time appointed for a Special General Meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 5.4 In the absence of the President of the Association, the Vice-President must preside as Chair of a Special General Meeting.
- 5.5 If at a Special General Meeting
- (a) there is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the President and all the other Directors present are unwilling to act as the Chair, the members present must choose one of their number to be the Chair.
- 5.6
- (a) A Special General Meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
  - (c) Except as provided in the Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned Special General Meeting.
- 5.7
- (a) A resolution proposed at a meeting must be seconded, and the Chair of a meeting may move or propose a resolution.
  - (b) In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which they may be entitled as a member, and the proposed resolution does not pass.
- 5.8
- (a) A member in good standing present at a meeting of members is entitled to one vote.
  - (b) Voting is by show of hands, or any other way as determined by the Chair.
  - (c) Votes may be by proxy, provided the proxy holder has evidence in writing of their appointment, and is also a member in good standing of the Association. Proxy holders shall notify the Secretary via post or electronic mail and give evidence of their appointment prior to any meeting at which they desire to vote, and the Secretary shall so record.
- 5.9 A corporate Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Association.

## **Part 6 - Nominations and Elections**

- 6.1 The Board of Directors will comprise a minimum of four (4) up to a maximum of nine (9) elected or appointed directors, Directors shall be elected at each Annual General Meeting of the Association to fill the vacancies created by the expiry of terms at such meeting. Elected or appointed Directors shall be elected for a term of two (2) years and each person elected as Director will assume the duties of Director immediately following the Annual General Meeting at which such Director is elected and will remain in office until the second Annual General Meeting of the Association has been held after the election unless such Director resigns in writing, dies, or is removed pursuant to these Bylaws. In the event the immediate Past- President retires, the position shall remain vacant.
- 6.2 There may be a nominating committee appointed by the Directors prior to such Annual General Meeting for the election of Directors as in these Bylaws is provided and such committee shall consist of not fewer than three (3) persons. This committee shall at an appropriate and designated time during each such

Annual General Meeting report to that meeting recommendations of persons to fill the forthcoming vacancies in the Board of Directors. Nominations for the Board of Directors must be received by the Association not less than fourteen (14) days prior to the Annual General Meeting. If no vote is necessary, the President shall declare the nominees duly elected for the period designated in the By-Laws.

At such Annual General Meeting after new Directors have been elected, the Directors shall elect from among themselves the Executive, that is a President, Vice-President, Secretary and Treasurer. The Officers of the Executive shall be elected by secret ballot and the results of such ballot shall be reported to the meeting immediately subsequent to the balloting.

- 6.3 A designation, election or appointment of an individual as a director is invalid unless
- (a) the individual consents in writing to be a director of the society, or
  - (b) the designation, election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.
- 6.4
- (a) The elected or appointed Directors must retire from office at each Annual General Meeting that their two (2) year term is completed if nominations are received, and when their successors are elected.
  - (b) An election may be by acclamation, otherwise it must be by secret ballot.
  - (c) If a successor is not elected, the person previously elected or appointed continues to hold office if they choose to do so.
  - (d) If no nominations are made, a Director at the end of their term may remain.
  - (e) An individual may hold a position as a Director for no more than four consecutive two (2) year terms (eight (8) years in total). A Director may be re-elected for further terms after at least one (1) year away from the Board.

#### **Part 7 – Directors**

- 7.1 (a) The Directors are required to abide by:
- (i) all laws affecting the Association,
  - (ii) all Association Bylaws, and
  - (iii) policies, not being inconsistent with these Bylaws, that are made from time to time by the Association.
- 7.2 (a) The President, Vice-President, Secretary, Treasurer and one or more other persons are the Directors of the Association.
- 7.3 (a) If a Director resigns their office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director if the resigning director is below minimum required of the by-law.
- (b) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
- (c) A Director so appointed holds office for the remainder of the unexpired term.
- 7.4 A Director must not be remunerated for being or acting as a Director, but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Association.
- 7.5 A Director may be removed from office and a qualified person named to replace them by a special resolution of the Association passed at a Special General Meeting provided that notice in writing has been given to all active members at least fourteen (14) days prior to the date of the meeting specifying an intention to propose such a resolution and provided that the mover of such a resolution states to the meeting the cause or reason for its presentation.
- 7.6 The Directors themselves may fill any vacancy occurring in the Board other than by reason of a special resolution of the members enacted at a Special General Meeting to remove a Director, in which case such vacancy shall be filled by a person qualified to be a Director who is elected at such meeting to complete

the term of the Director removed. Any person appointed by the Directors to fill a vacancy otherwise occurring in the Board must be a person then qualified under these Bylaws to be elected to such post, and shall hold office for the balance of the term of the replaced Director.

#### 7.7 Conflict of Interest. Disclosure of director's interest

- (a) This applies to a director of a society who has a direct or indirect material interest, that is known by the director or reasonably ought to have been known, in a contract or transaction, or a proposed contract or transaction, of the society, or
- (b) A matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the society.
- (c) A director to whom this applies must disclose fully and promptly to the other directors the nature and extent of the director's interest, abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter referred to in subsection, leave the directors' meeting, when the contract, transaction or matter is discussed, and when the other directors vote on the contract, transaction or matter, and refrain from any action intended to influence the discussion or vote.
- (d) A disclosure must be evidenced in at least the minutes of a meeting of directors.
- (e) A director to whom this applies may remain in a directors' meeting for the purpose of providing information if asked to do so by one other director or, if provided for in the bylaws, a greater number of directors.
- (f) This does not apply to a director of a society in respect of a contract, transaction or matter that relates to indemnification of or payment to the director *or* the purchase or maintenance of insurance for the benefit of the director.

### **Part 8 – Proceedings of Directors**

- 8.1 Meetings of the Directors may be held in person or virtually at any time and place upon reasonable notice at the call of the President. Four (4) Directors present shall constitute a quorum. The President is the Chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President must act as Chair, but if neither is present, the Directors present may choose one of their number to be the Chair at that meeting. Each Director shall have one vote on any question considered by the Board of Directors. All questions shall be determined by a majority vote of the directors present. In the event of a tie vote the issue is defeated.
- 8.2 Meetings of the Executive may be held at any time and place upon reasonable notice at the call of the President. Three Executives present shall constitute a quorum. Each shall have one vote on any question considered by the Executive. All questions shall be determined by a majority vote of the Executive present. Resolutions decided at meetings of the Executive must be ratified at the next meeting of the Board or they cease to take effect.
- 8.3
  - (a) The Directors may delegate any, but not all, of their powers to Committees consisting of a Director or Directors as they think fit.
  - (b) A Committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 8.4 A Committee must elect a Chair of its meetings, but if no chair is elected, or if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the Committee must choose one of their number to be the Chair of the meeting.
- 8.5 The members of a Committee may meet and adjourn as they think proper.
- 8.6
  - (a) Questions arising at a meeting of the Directors and Committee of Directors must be decided by a

majority of votes. Each Director has one vote.

(b) In the case of a tie vote, the Chair does not have a second or casting vote.

8.7 A resolution proposed at a meeting of Directors or Committee of Directors need not be seconded, and the Chair of a meeting may move or propose a resolution.

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

### **Part 9 – Duties of the Executive**

9.1 (a) The President of the Association is Chair of the elected board of directors and must supervise the other Directors in the execution of their duties.

(b) The President presides at all executive meetings of the Association and of the Directors. The President shall be ex-officio a member of all Committees.

(c) The President shall be empowered to order all Directors and Committees to perform their duties strictly in accordance with the Constitution and Bylaws.

(d) Any orders of the President may be overruled by a resolution passed by a majority of not less than three-fourths of the Directors.

9.2 (a) The Vice-President must carry out the duties of the President during the President's absence.

(b) The Vice-President shall perform such other duties as may be assigned to them by the Board of Directors.

9.3 The Secretary must do the following:

(a) Keep proper records of all meetings of the Association and the Board and shall be empowered to carry out such instructions as he receives from the Board.

(b) The Secretary shall perform such other duties as may be assigned by the Board of Directors.

9.4 The Treasurer must:

(a) In conjunction with any such body or persons approved by the Executive, keep the financial records of the Association, including books of account, necessary to comply with the Societies Act, and

(b) Render financial statements to the Directors when required, including books, records, receipts and bills, etc.

(c) Shall act as a Signing Officer, along with designated members of the Executive, as determined by the Executive.

(d) The Executive, shall determine from time to time whether and to what extent and at what times and places and under what conditions or regulations the following records shall be open to the inspection of members not being Directors:

(i) the minutes of each meeting of directors, including a list of all of the directors at the meeting, and the text of each resolution passed at the meeting;

(ii) a copy of each consent resolution of directors and a copy of each of the consents to that resolution; and

(iii) accounting records for each of the society's financial years, including a record of each transaction materially affecting the financial position of the society.

9.5 The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer. If a Secretary Treasurer holds office, the total number of Directors must not be less than four (4).

9.6 Signing Documents:

(a) Contracts, documents, cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange, or any instruments in writing requiring signature of the Association, may be signed by the President or Vice President (or Second) together with the Secretary or Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

(b) In addition, the Board of Executive shall have the power from time to time, by resolution, to appoint any two (2) members of the Board of Directors or any person or persons on behalf of the Association, either to sign contracts, documents and instruments in writing generally or to sign

specific contracts, documents and instruments in writing.

9.7 The Immediate Past- President shall:

- (a) Be eligible upon serving a full two (2) year term as President.
- (b) Serve in an advisory capacity to the President and the Board.
- (c) Perform other duties as may be designated by the Board or these Bylaws.

#### **Part 10 - Liability of Directors**

- 10.1 Every Director or Officer of the Association or other person who has undertaken or is about to undertake any duties or liability on behalf of the Association and their heirs, executors, and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless, out of the assets and funds of the Association, from and against:
- 10.2 All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office or in respect of any such liability.
- 10.3 All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such reasonable costs, charges or expenses as are occasioned by their willful neglect or default.
- 10.4 No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or association with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own willful act or their own willful default.
- 10.5 The Board of Directors ensure liability insurance is in place.

#### **Part 11 – Seal**

- 11.1 The Directors may provide a common seal for the Association, which shall be under the control of the Executive, and may destroy a seal and substitute a new seal in its place.
- 11.2 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary Treasurer.

#### **Part 12 – Borrowing**

- 12.1 In order to carry out the purposes of the Association, the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 12.2 A debenture must not be issued without the authorization of a special resolution.
- 12.3 The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.
- 12.4 None of these powers shall be exercised except in accordance with the Bylaws of the Association.

#### **Part 13 – Auditor**

- 13.1 This Part applies as BCAS has resolved to have an auditor.

- 13.2 The first auditor must be appointed by the Directors. At each Annual General Meeting the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.
- 13.3 The President or a Director designated by them shall submit a copy of the audited statement of the Association's financial affairs each year to a Special General Meeting of the Association, such statement to be submitted as soon as practicable following the close of the financial year of the Association
- 13.4 An auditor may be removed by ordinary resolution.
- 13.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 13.6 A Director or employee of the Association must not be its auditor.
- 13.6 The auditor may attend General Meetings.
- 13.7 The financial year of the Association shall end, April 30th and begin May 1st.

#### **Part 14 – Notices to Members**

- 14.1 A notice may be given to a member, either personally or by electronic mail.
- 14.2 A notice sent by email is deemed to have been given on the fourth day following the day on which the notice is posted, and in proving that notice has been given.
  - (a) Notice of a Special General Meeting must be given to
    - (i) every member shown on the register of members on the day notice is given, and
    - (ii) the auditor
  - (b) No other person is entitled to receive a notice of a Special General Meeting.

#### **Part 15– Bylaws**

- 15.1 On being admitted to membership, and if requested, a copy of the Constitution and Bylaws of the Association will be made available to each member, without charge.
- 15.2 These Bylaws may be amended, revised, repealed or added to:
  - a. By Ordinary Resolution of the Board. Any Bylaws amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm or reject the Bylaws amendment by Special Resolution; or
  - b. By a Member in the form of a Member Proposal. Member Proposals that amend the Bylaws\ will be submitted to the Members at the meeting of Members and the voting Members may confirm or reject the Bylaws amendment by Special Resolution.
- 15.3 A Member Proposal, submitted to the Society at least seven (7) days before notice of the meeting of the Members is sent to the Members, must include the proposal itself, the names and signatures of at least 5% of the voting Members, and, optionally, a statement of support for the proposal (consisting of fewer than 200 words). A Member Proposal may not be substantially similar to Member Proposal that was proposed at a meeting of the Members in the past two calendar years.
- 15.4 Bylaws amendments take effect when the bylaw amendment is filed with BC Registry Service



## **NOMINATIONS COMMITTEE REPORT 2024 ANNUAL GENERAL MEETING**

On behalf of the Board, please accept the following report from the Nominations Committee. The Nominations Committee is a standing committee appointed by the Board to manage and oversee the nominations and election process, and in accordance with the bylaws. The report herein includes a summary of: (1) Candidate eligibility, (2) Nomination Committee recommendation for the composition of the Board, and (3) Election procedures for the 2024 AGM.

### **BCAS Bylaw 6.2 – Nominations and Elections**

There shall be a nominating committee appointed by the Executive prior to such Annual General Meeting for the election of Directors as in these Bylaws is provided and such committee shall consist of not fewer than three (3) persons. This committee shall at an appropriate and designated time during each such Annual General Meeting report to that meeting recommendations of persons to fill the forthcoming vacancies in the Board of Directors. Nominations for the Board of Directors must be received by the Association not less than fourteen (14) days prior to the Annual General Meeting. If no vote is necessary, the President shall declare the nominees duly elected for the period designated in the By-Laws.

### **1. CANDIDATE ELIGIBILITY**

Any duly nominated and eligible candidates may run for any vacant positions on the Board of Directors. Candidates may only be nominated and seconded by a current BC Adaptive Snowsport member in good standing. Only individuals nominated and seconded by a current BC Adaptive Snowsport member in good standing is permitted to speak to the nomination at the AGM. As per the B.C. Societies Act, the minimum requirements to be eligible as a BC Adaptive Snowsport director are:

- At least 18 years of age;
- Not found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
- Is not the subject of an undischarged bankruptcy;
- Must be able to satisfy the requirement of the B.C. Societies ACT in relation to the eligibility to serve as a director of a registered society (i.e. relevant criminal offense)



New individuals putting their name forward to join the board are invited to submit a short biographical description and/or statement. A list of these nominees and their biographical statements shall be made available to the membership via the BC Adaptive Snowsports website prior to the AGM.

## 2. COMMITTEE RECOMMENDATION FOR THE COMPOSITION OF THE BOARD

### 2.1 Current Directors

The current list of directors and their terms are as follows:

- **Djurdjevic, Sasha** – Sasha is the current treasurer of BC Adaptive Snowsports and with term expiring at the 2024 AGM.
- **Fulton, Ellen** – Ellen is a current Director of BC Adaptive Snowsports and with term expiring at the 2024 AGM.
- **Morris-Probert, Sarah** – Sarah is the current president of BC Adaptive Snowsports and with term expiring at the 2024 AGM.
- **Cooney, James** – James is the current vice-president of BC Adaptive Snowsports and with a term expiring at the 2024 AGM.
- **Tildesley, Donovan** – Donovan is the current secretary of BC Adaptive Snowsports and with a term expiring at the 2024 AGM.
- **Russ Vida** – Russ is a current director of BC Adaptive Snowsports and with a term expiring at the 2025 AGM
- **Tory Brown** – Tory is a current director of BC Adaptive Snowsports and with a term expiring at the 2025 AGM

### 2.2 Nominations Committee Recommendation

The board has been working on diversifying the background within the board of directors, seeking new members with backgrounds in Finance. Given the status of current directors and the nomination of new directors, the Nominations Committee puts forward the following recommendation:

#### Existing board members:

- **Cooney, James** – Re-elect for a new term expiring at the 2026 AGM
- **Djurdjevic, Sasha** – Re-elect for a new term expiring at the 2026 AGM

- **Fulton, Ellen** – Re-elect for a new term expiring at the 2026 AGM
- **Morris-Probert, Sarah** – Re-elect for a new term expiring at the 2026 AGM
- **Tildesley, Donovan** – Re-elect for a new term expiring at the 2026 AGM

**New board member::**

- **McCloskey, Rob** - Elect for a new term expiring at the 2026 AGM – bio attached

**3. ELECTION PROCEDURES FOR THE 2024 AGM**

1. All BC Adaptive Snowsports members in good standing (herein called “Member”) shall be entitled to one vote at the Annual General Meeting.
2. An individual may be authorized by a Member to cast a vote on their behalf, herein called the “Proxy Voter.” The Proxy Voter must also be a Member in good standing and may only cast one vote on behalf of each Member for which they have received authorization in writing.
3. The list of new candidates nominated prior to nomination deadline and their biographical statements shall be made available to the membership via the BC Adaptive Snowsports website.
4. The Nominating Committee will make a report at the AGM with recommendations for elections.
5. The Nominations Committee shall validate and tabulate all ballots cast. Any ballot that does not conform to the outlined procedures shall be considered invalid and that vote shall not be counted. The Candidates with the greatest number of votes shall be successful.
6. In the case of a tie, a 2nd secret ballot will be held with only tied names available for the vote.
7. The President shall announce the successful candidates. Successful candidates will meet following the AGM.

Respectfully Submitted,

Sarah Morris-Probert, Donovan Tildesley, Sasha Djurdjevic and Ellen Fulton

BC Adaptive Snowsports Executive Acting Nomination Committee



## Nominations Committee recommended Board member bio for AGM:



### **Rob McCloskey**

Port Moody, BC

Rob was born and raised in Charlottetown, Prince Edward Island, where he learned to ski at Brookvale Alpine Ski Park. After completing the Nancy Greene Ski League, he joined the PEI Alpine Ski Team and competed until age 18, when he began coaching while completing his post-secondary education. Coaching was a highlight of Rob's time in the sport of alpine ski racing, with memorable opportunities to lead teams at CanAm events, Canada Winter Games (Halifax & Prince George), and the Whistler Cup.

In 2015, Rob relocated to Calgary to join the management team at Alpine Canada Alpin, where he had the pleasure of supporting athletes on the alpine, para-alpine, and ski cross teams with their equipment, personal, and marketing partnerships. To this day, working with the athletes on the national teams was one of the highlights of his professional career. Following ACA, Rob went on to be President of Alberta Alpine, and has equally fond memories of working with athletes of all ages across the province. In 2020, Rob set off to Sun Peaks Resort in the role of Director of Marketing, where he remained until he and his wife relocated to the Lower Mainland to be closer to family in late 2022.

The sport of alpine skiing has given Rob so much in his life, including incredible friendships and memories that will last a lifetime. He is thrilled to be joining the Board of Directors of BC Adaptive Snowsports to support the passionate work of the PSO in British Columbia.