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.

(b) The definitions in the Societies Act on the date these Bylaws become effective, apply to these Bylaws.

(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.

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.

After such Annual General Meeting, 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.quorum

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