

**Bylaws**  
**Of**  
**Vancouver Racquets Club**  
(the “**Society**”)

**PART 1 – DEFINITIONS AND INTERPRETATION**

**Definitions**

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia, as amended from time to time.

“**Board**” means the board of directors of the Society.

“**Bylaws**” means these Bylaws, as amended from time to time.

“**Constitution**” means the constitution of the Society.

“**Facilities**” means the court facilities, fitness facilities, change rooms, sauna, showers, steam room, kitchen, lounge area, and bar located in the clubhouse of the Society.

“**Membership Year**” and “**Fiscal Year**” means the twelve (12) month membership period of the Society, which begins on May 1 and ends on April 30 of the following calendar year.

“**Ordinary Resolution**” means a resolution passed at a general meeting by a simple majority of the votes cast by the voting members.

“**Proposal**” means a member’s proposal, as defined in the Act and these Bylaws, for a matter to be considered at an annual general meeting.

“**Regulation**” means the Regulations of the Societies Act of British Columbia, as amended from time to time.

“**Rules and Regulations**” means the rules and regulations established by the Board from time to time governing:

- (a) the playing of badminton or squash and other activities on the premises owned or operated by the Society;
- (b) fixing the classification and amount of fees and dues payable by members and guests of members, and providing for the collection thereof;
- (c) the organization and administration of the social activities of the Society;
- (d) generally, the regulation, management, and preservation of the Society’s property and interests, and the welfare of the members of the Society; and

(e) the conduct of the members.

**“Society”** means Vancouver Racquets Club.

**“Special Resolution”** means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members.

### **Definitions in Act apply**

1.2 The definitions in the Act apply to these Bylaws.

### **Conflict with Act or Regulation**

1.3 If there is a conflict between these Bylaws and the Act or the Regulation, the Act, or the Regulation, as the case may be, will prevail.

## **PART 2 – MEMBERS**

### **Application for membership**

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application. The person applying to the Board for membership in the Society must, at the time of application, indicate the class of membership for which the person is applying.

2.2 An application for membership shall be deemed to have been accepted upon payment by the applicant of the membership dues determined by the Board from time to time.

### **Classes of membership**

2.3 The Society shall have the following classes of membership:

(a) **Adult Members**, which shall be members of the Society who are:

- i. on the first day of the Membership Year, twenty-five (25) years of age or older;
- ii. entitled to vote at general meetings of the members;
- iii. entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash;
- iv. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
- v. required to pay the membership dues for Adult Members in such amounts and at such times as determined by the Board from time to time.

(b) **Spouse Members**, which shall be any two (2) members of the Society who are:

- i. legally-married to each other or who have been living with each other as common-law partners for a period of two (2) years or more;

- ii. on the first day of the Membership Year, each twenty-five (25) years of age or older;
- iii. each entitled to one (1) vote at general meetings of the members;
- iv. each entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash;
- v. each entitled to the use of the Facilities in accordance with the Rules and Regulations; and
- vi. each required to pay the membership dues for Spouse Members in such amounts and at such times as determined by the Board from time to time.

(c) **Family Junior Members**, which shall be members of the Society who are:

- i. on the first day of the Membership Year, eighteen (18) years of age or younger;
- ii. children of Adult Members or Spouse Members;
- iii. not entitled to vote at general meetings of the members;
- iv. entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash;
- v. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
- vi. required to pay the membership dues for Family Junior Members in such amounts and at such times as determined by the Board from time to time.

(d) **Independent Junior Members**, which shall be members of the Society who are:

- i. on the first day of the Membership Year, eighteen (18) years of age or younger;
- ii. not entitled to vote at general meetings of the members;
- iii. entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash;
- iv. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
- v. required to pay the membership dues for Independent Junior Members in such amounts and at such times as determined by the Board from time to time.

- (e) **Youth Adult Members**, which shall be members of the Society who are:
- i. on the first day of the Membership Year, aged nineteen (19) years to twenty-four (24) years;
  - ii. entitled to vote at general meetings of the members;
  - iii. entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash;
  - iv. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
  - v. required to pay the membership dues for Youth Adult Members in such amounts and at such times as determined by the Board from time to time.
- (f) **Family Youth Members**, which shall be members of the Society who are:
- i. on the first day of the Membership Year, aged nineteen (19) years to twenty-four (24) years;
  - ii. children of Adult Members or Spouse Members;
  - iii. entitled to vote at general meetings of the members;
  - iv. entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash;
  - v. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
  - vi. required to pay the membership dues for Family Youth Members in such amounts and at such times as determined by the Board from time to time.
- (g) **Full-Time Student Members**, which shall be members of the Society who are:
- i. on the first day of the Membership Year, aged twenty-five (25) years to thirty (30) years;
  - ii. can demonstrate, by proof of enrollment, full-time attendance of at least nine (9) credit hours at a post-secondary or other educational institution;
  - iii. entitled to vote at general meetings of the members;
  - iv. entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash;
  - v. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
  - vi. required to pay the membership dues for Full-Time Student Members in such amounts and at such times as determined by the Board from time to time.

- (h) **Senior Citizen Members**, which shall be members of the Society who are:
- i. on the first day of the Membership Year, sixty-five (65) years of age or older;
  - i. entitled to vote at general meetings of the members;
  - ii. entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash;
  - iii. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
  - iv. required to pay the membership dues for Senior Citizen Members in such amounts and at such times as determined by the Board from the time to time.
- (i) **Out-of-Town Members**, which shall be members of the Society who are:
- i. able to demonstrate that they maintain and occupy a fixed place of residence throughout the year at a place that is either outside of British Columbia or within British Columbia but outside a radius of eighty (80) kilometers from the Society;
  - ii. not entitled to vote at a general meeting of the members;
  - iii. entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash;
  - iv. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
  - v. required to pay the membership dues for Out-of-Town Members in such amounts and at such times as determined by the Board from time to time.
- (j) **Retainer/Social Members**, which shall be members of the Society who are:
- i. former members of another class of membership;
  - ii. not entitled to vote at a general meeting of the members;
  - iii. not entitled to playing privileges of badminton or squash, except as guests of members who have playing privileges;
  - iv. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
  - v. required to pay the membership dues for Retainer/Social Members in such amounts and at such times as determined by the Board from time to time.

- (k) **Doubles Only Squash Members**, which shall be members of the Society who are:
- i. on the first day of the Membership Year, nineteen (19) years of age or older;
  - ii. entitled to vote at general meetings of the members;
  - iii. entitled to playing privileges, as determined by the Board from time to time, of doubles only squash;
  - iv. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
  - v. required to pay the membership dues for Doubles Only Squash Members in such amounts and such at times as determined by the Board from time to time.
- (l) **Daytime Members**, which shall be members of the Society who are:
- i. on the first day of the Membership Year, nineteen (19) years of age or older;
  - ii. entitled to vote at general meetings of the members;
  - iii. entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash, on weekdays during the hours of 9:00 a.m. to 3:00 p.m. only;
  - iv. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
  - v. required to pay the membership dues for Daytime Members in such amounts and such at times as determined by the Board from time to time.
- (m) **Fitness Members**, which shall be members of the Society who are:
- i. on the first day of the Membership Year, nineteen (19) years of age or older;
  - ii. entitled to vote at general meetings of the members;
  - iii. not entitled to playing privileges of badminton or squash, except as guests of members who have playing privileges;
  - iv. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
  - v. required to pay the membership dues for Fitness Members in such amounts and such at times as determined by the Board from time to time.

(n) **Honourary Life Members**, which shall be members of the Society who are:

- i. on the first day of the Membership Year, nineteen (19) years of age or older;
- ii. recommended by the Board as persons whose service to the Society or position in the Vancouver community has been or is exceptional and is deserving of a lifetime honour, and approved by the members at a general meeting;
- iii. entitled to vote at general meetings of the members;
- iv. entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash;
- v. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
- vi. not required to pay membership dues.

(o) **Honourary Members**, which shall be members of the Society who are:

- i. on the first day of the Membership Year, nineteen (19) years of age or older;
- ii. recommended by the Board as persons whose service to the Society or position in the Vancouver community has been or is exceptional and is deserving of an honour for a period of one (1) year and approved by the members at a general meeting;
- iii. entitled to vote at general meetings of the members;
- iv. entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash;
- v. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
- vi. not required to pay membership dues.

(p) **Complimentary Members**, which shall be members of the Society who are:

- i. on the first day of the Membership Year, nineteen (19) years of age or older;
- ii. approved by a resolution of the Board as persons whose service or contribution to the Society has been or is exceptional and is deserving of an honour for a period of one (1) year;
- iii. not directors of the Society;
- iv. not entitled to vote at general meetings of the members;

- v. entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash;
- vi. entitled to the use of the Facilities in accordance with the Rules and Regulations; and
- vii. not required to pay membership dues.

(q) **Trial Members**, which shall be members of the Society who:

- i. are members of the following classes of membership for a period of three (3) consecutive months only: Adult Members, Spouse Members, Senior Citizen Members, Full-Time Student Members, Youth Adult Members, or Family Youth Members;
- ii. on the first day of the Membership Year, fulfil the age requirement for the class of membership in which they are interested;
- iii. prior to the acceptance of their application for membership to the Society, have not previously been accepted as members of the Society;
- iv. are not entitled to vote at general meetings of the members;
- v. are entitled to playing privileges, as determined by the Board from time to time, of their choice of one (1) of badminton or squash during a period of three (3) consecutive months beginning at any time from May 1 of any calendar year and ending on January 31 of the following calendar year;
- vi. are entitled to the use of the Facilities in accordance with the Rules and Regulations; and
- vii. are required to pay the trial membership dues for the class of membership in which they are interested in such amounts and at such times as determined by the Board from time to time.

### **Guest privileges**

2.4 The Board may, from time to time, and at the sole discretion of the Board, establish regulations regarding the playing privileges of guests of members.

### **Second sport playing privileges**

2.5 If, at any time, a member wishes to enjoy playing privileges for both badminton and squash, the member shall be required to pay membership dues for the second sport (the "Second Sport Dues") in such amounts and such at times as determined by the Board from time to time.

### **Register of members**

2.6 The register of members shall only contain the name, contact information, and class of membership for each member.



## **Duties of members**

- 2.7 Every member must uphold the Constitution of the Society and must comply with these Bylaws and the Rules and Regulations.

## **Membership dues and initiation fees**

- 2.8 The amount of the membership dues for each class of membership, if any, shall be determined by the Board from time to time. The Board may, from time to time, and at its sole discretion, impose an initiation fee on members who are either joining the Society for the first time, or re-joining after a period of non-membership of more than one (1) year.

## **Membership limits**

- 2.9 The Board may, from time to time, establish and impose limits on the number of members in each class of membership, and may maintain discretionary waiting lists for membership vacancies.

## **Member not in good standing**

- 2.10 A member is not in good standing if the member:
- (a) fails to pay the membership dues, fees, assessments, charges or other indebtedness when due and payable, and the member remains not in good standing for so long as those dues, fees, assessments, charges or other indebtedness remain unpaid;
  - (b) is deemed, by a 2/3 majority of the Board, to have contravened the Act, these Bylaws or the Rules and Regulations; or
  - (c) demonstrates conduct which is deemed, by a majority of the Board, to be detrimental to or not in the best interests of the Society.
- 2.11 If a member is not in good standing, the Board may, in its discretion, take one or more of the following actions:
- (a) post the member's name in the Society as a delinquent member;
  - (b) shall have some or all of his or her playing privileges and/or use of the Facilities, as the case may be, suspended, the terms of which suspension shall be at the sole discretion of the Board;
  - (c) summarily suspend the member from membership; and
  - (d) if the member is a voting member, the member:
    - i. may not vote at a general meeting and is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members, if the member is not in good standing at least two (2) weeks prior to the general meeting;
    - ii. may not be a director;
    - iii. may not submit a Proposal for consideration at an annual general meeting; and
    - iv. may not submit a requisition for a general meeting.

## **Termination of membership**

- 2.12 A membership in the Society is terminated if:

- (a) the member delivers a resignation in writing to the Board;
  - (b) the member is not in good standing for two (2) consecutive months;
  - (c) the member dies; or
  - (d) the member is expelled in accordance with subsections 2.13.
- 2.13 If, at any time, at least a 2/3 majority of the Board is of the opinion that the interests of the Society would be best served by the termination of a member who is not in good standing, the Board may pass a resolution of two-thirds of the directors to expel the member.
- 2.14 Before a member is expelled, the Board shall:
- (a) deliver to the member not in good standing written notice of the proposed expulsion, including reasons; and
  - (b) give the member not in good standing a reasonable opportunity to make representations to the Board respecting the proposed expulsion.
- 2.15 Upon suspension or termination of a person's membership, no refund of membership dues or initiation fees shall be issued.

### **PART 3 – GENERAL MEETINGS OF MEMBERS**

#### **Time, place, and notice of general meeting**

- 3.1 A general meeting must be held at least once per calendar year, at the time and place the Board determines.
- 3.2 A general meeting may be called at any time by the Board, or upon the requisition of no less than ten percent (10%) of the voting members in good standing in accordance with the requirements in the Act.
- 3.3 Notice of every general meeting shall be given to every member as follows:
- (a) written notice of the date, time, location of the general meeting, and any special resolution to be submitted during the meeting (the “**Notice**”) must be sent to every member of the Society;
  - (b) the Notice shall be given:
    - (i) at least fourteen (14) days before the general meeting, by regular mail, electronic mail, or facsimile addressed to the member at the address or number of such member appearing on the records of the Society or at the address or number given by the member to the Society for the purpose of giving the Notice; and
    - (ii) at least twenty-one (21) days before the general meeting, by posting the Notice on a website that is maintained by or on behalf of the Society and is accessible to all members of the Society,

and the Notice shall be deemed to have been received, if delivered by

regular mail, on the day following the mailing of the Notice, or if delivered by electronic mail or facsimile, on the date of transmission, or if delivered by website posting, on the date of posting; and

- (c) accidental omission to send Notice of a general meeting to a member, or the non-receipt by the member of the Notice, does not invalidate any proceedings at the general meeting.

### **Ordinary business at general meeting**

3.4 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any; and
- (f) business arising out of a report of the directors not requiring the passing of a Special Resolution.

### **Notice of special business**

3.5 A Notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the Notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

3.6 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president;
  - (ii) the vice-president if the president is unable to preside as the chair; or
  - (iii) one of the other directors present at the meeting if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

3.7 If there is no individual entitled under these Bylaws who can preside as the chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

- 3.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum required for general meetings**

- 3.9 The quorum for the transaction of business at a general meeting is twenty (20) voting members.

### **Lack of quorum at commencement of meeting**

- 3.10 If, within thirty (30) minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated; and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

- 3.11 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business in progress must then be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

- 3.12 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

- 3.13 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

### **Member Proposals**

- 3.14 Voting members may send to the Society notice of a matter that the members propose to have considered at an annual general meeting (the “**Proposal**”).
- 3.15 A Proposal must contain:
- (a) the names of, and be signed by, not fewer than 10 percent of voting members; and
  - (b) any special resolution that may be required to be considered.

- 3.16 If the Society receives a Proposal at least 7 days before the Notice is sent, it must include with that Notice:
- (a) the Proposal,
  - (b) the names of the members submitting the Proposal, and
  - (c) one statement in support of the Proposal, if the members submitting the Proposal request that the statement be included with the notice.
- 3.17 A Proposal, or if a statement is provided, the Proposal and statement, when combined, must not exceed 500 words in length.
- 3.18 The member who submitted the Proposal must be present at the meeting.
- 3.19 The Society is not required to comply with Bylaw 3.16 if substantially the same Proposal was considered at a general meeting held in either of the 2 previous calendar years.

### **Order of business at general meeting**

- 3.20 The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
  - (b) determine that there is a quorum;
  - (c) approve the agenda;
  - (d) approve the minutes from the last general meeting;
  - (e) deal with unfinished business from the last general meeting;
  - (f) if the meeting is an annual general meeting,
    - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
    - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting;
    - (iii) elect or appoint directors; and
    - (iv) appoint an auditor, if any;
  - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
  - (h) terminate the meeting.

### **Methods of voting**

- 3.21
- (a) At a general meeting, voting must be by a show of hands, an oral vote, paper or electronic ballot, an internet-based voting system, or another method that adequately discloses the intention of the voting members. If before such a vote, two (2) or more voting members request a secret

ballot, or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

- (b) Advance voting may be permitted for elections to the Board of Directors only, provided that the method used ensures the integrity, security, and confidentiality of the vote, and is authorized by the Board prior to the meeting.

### **Announcement of result**

- 3.22 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

- 3.23 Voting by proxy is not permitted. Each voting member must cast their own vote if they wish to do so.

### **Matters decided at general meeting by Ordinary Resolution**

- 3.24 A matter to be decided at a general meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an Ordinary Resolution.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

- 4.1 The Society must have no fewer than five (5) and no more than twelve (12) directors, all of whom shall be voting members of the Society.
  - (a) For transitional purposes, no more than thirteen (13) directors for the 2026/27 year and no more than twelve (12) directors thereafter.
- 4.2 The directors may be assigned by the Board, as the Board sees fit, to the following roles:
  - (a) Badminton Director, as that term is defined in the Rules and Regulations;
  - (b) Squash Director, as that term is defined in the Rules and Regulations;
  - (c) Social Director, as that term is defined in the Rules and Regulations;
  - (d) Fitness Director, as that term is defined in the Rules and Regulations; and
  - (e) Membership Director, as that term is defined in the Rules and Regulations.

### **Election or appointment of directors**

- 4.3 At each annual general meeting, the voting members entitled to vote shall elect or appoint approximately one-half (50%) of the Board of Directors, in accordance with the voting procedures set out in section 3.21.

## **Term of Office**

- 4.4 Directors shall serve for a term of two (2) years, with approximately one-half (50%) of the Board elected or appointed each year to maintain staggered terms. Directors may serve multiple terms consecutively or non-consecutively.

## **Vacancy in a Director's Term**

- 4.5 If a vacancy arises during a director's term, the Board may, at its discretion:
- (a) leave the position vacant,
  - (b) appoint a qualified individual to fill the vacancy, or
  - (c) hold a by-election to fill the vacancy.

A director appointed by the Board shall hold office only until the next annual general meeting, at which time an election or appointment will be held to fill the position for a full or remaining term as applicable. .

## **Reporting and Register of Directors**

- 4.6 A change in the directors of the Society must be reported in accordance with the Act. The register of directors shall accurately reflect the dates on which each director commenced and ceased their service on the Board.

## **Transition and Assumption of Office**

- 4.7 Directors whose terms expire, including those holding executive officer positions with signing authority, shall continue to hold office and all associated authorities, including signing authority, until the start of the first Board meeting following the annual general meeting.

This meeting shall be convened within thirty (30) days following the AGM.

At this meeting, the newly elected or appointed directors shall be deemed to have assumed office, and the Board shall elect or appoint officers, including signing officers, as necessary.

Until this meeting occurs, the outgoing directors and executive officers retain authority and responsibility for governance and operations of the Society, but shall consult with the newly elected or appointed directors on any significant decisions or actions during this interim period.

## **Director ceases to hold office**

- 4.8 A director ceases to hold office when:
- (a) the director's term of office expires;
  - (b) the director dies;
  - (c) the director delivers a resignation in writing to the Board; or
  - (d) the director is removed from office by a resolution passed by at least two-thirds of the directors.

## **Duties of directors**

- 4.9 The directors shall, when exercising the powers and performing the functions of a director of the Society, act honestly and in good faith with a view to the best interests and purposes of the Society and the Constitution, and shall exercise the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances, and shall act in accordance with these Bylaws and the Act and its Regulations.

## **Committees**

- 4.10 The Board shall establish a planning committee (the “**Planning Committee**”), the purposes of which shall be:
- (a) general assessment of the Society’s operations and progress;
  - (b) developing recommendations for the Board regarding the ability of the Society to meet financial expansion and perpetuation requirements, including, without limitation:
    - a) formulation of financial plans to perpetuate the existence of the Society;
    - b) development of financial forecasts regarding operating and capital revenue and expenditure requirements; and
    - c) preparation of annual reports to the Board.

The members of the Planning Committee shall be the vice-president, who shall chair the Planning Committee, the president, and any two (2) other persons that the Board sees fit. The Planning Committee may submit recommendations to the Board in respect of the subjects on which it was created to advise, and the Board shall take into consideration, but shall not be bound by, the recommendations of the Planning Committee, and no policy shall be initiated, and no action shall be taken by the Planning Committee without the prior approval of the Board.

- 4.11 To assist in the furtherance of the purposes, interests, and goals of the Society, the Board may establish any other standing and special committees, comprised of any persons, as the Board deems necessary, and the powers and duties of each committee shall be defined by the Board from time to time. Committees may submit recommendations to the Board in respect of the subjects on which they were created to advise, and the Board shall take into consideration, but shall not be bound by, the committee recommendations, and no policy shall be initiated, and no action shall be taken by any committee without the prior approval of the Board.

## **PART 5 – DIRECTORS’ MEETINGS**

### **Calling directors’ meeting**

- 5.1 A directors’ meeting may be called by the president or by any two (2) other directors.

### **Notice of directors’ meeting**

- 5.2 At least two (2) days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.



## **Proceedings valid despite omission to give notice**

- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

## **Conduct of directors' meetings**

- 5.4 The directors may regulate their meetings and proceedings as they see fit, subject to these Bylaws and the Act.

## **Quorum of directors**

- 5.5 The quorum for the transaction of business at a directors' meeting is 50% of the Board..

## **Conflict of Interest**

- 5.6 A director is in a conflict of interest if the director has, or reasonably ought to know they have, a direct or indirect material interest in:
- (a) a contract or transaction, or a proposed contract or transaction, involving the Society, or;
  - (b) a matter that is or is expected to come before the Board, where the interest could result in the creation of a duty or interest that materially conflicts with the director's duty to act in the best interests of the Society.

An "indirect interest" includes any interest held by a family member (including spouse, partner, child, parent, or sibling), or by any business, trust, or organization in which the director holds a significant financial or governing interest.

## **Disclosure and Recusal Obligations**

- 5.7 A director who is in a conflict of interest must:
- (a) fully and promptly disclose to the Board the nature and extent of the interest as soon as the conflict becomes known;
  - (b) abstain from voting on any resolution or consenting to a consent resolution of directors in respect of the matter;
  - (c) leave the meeting when the matter is being discussed and voted upon, unless the Board, by a two-thirds vote of the directors present, requests the director remain to provide information;
  - (d) refrain from attempting to influence the discussion or outcome of the matter, whether inside or outside the meeting.

## **Documentation of Disclosure**

- 5.8 A disclosure under subsection 5.7(a) must be documented in at least one of the following:
- (a) the minutes of a meeting of directors;

- (b) a consent resolution of directors; or
- (c) a written record addressed to the Board and delivered to the Society's registered office.

### **Determination of Conflict**

- 5.9 If uncertainty arises about whether a conflict of interest exists, the Board may, by majority vote of the disinterested directors, determine whether a conflict exists and what actions are necessary to manage it.

### **Ongoing Duty to Disclose**

- 5.10 Directors have a continuing obligation to disclose any actual or potential conflicts of interest as they arise. Disclosures should be made promptly to the Board whenever a situation emerges that could reasonably be perceived as a conflict.

### **Prohibition on Compensation Without Approval**

- 5.11 Notwithstanding the previous clauses, no director may receive payment for services, work, or activities at or for the Society—either directly or through a subcontractor or affiliated entity—unless such payment is authorized in advance by a resolution passed by at least two-thirds (2/3) of the directors then in office.

### **Consequences of Breach**

- 5.12 Failure to comply with any provision of this section, including failure to disclose a conflict, participate in a vote or discussion despite a conflict, or receive unauthorized compensation, will result in the director's immediate suspension from the Board. The duration and terms of the suspension shall be determined by the Board of Directors by majority vote.

## **VOTING AT BOARD MEETING**

- 5.13 Questions arising at a Board meeting shall be decided by a majority of votes of those directors present and entitled to vote.
- 5.14 The chair of a Board meeting shall have no vote, except he or she shall have a casting vote in case of an equality of votes.
- 5.15 The directors may pass a Board resolution without a meeting if:
- (a) at least 2/3 of the directors entitled to vote consent to the resolution;
  - (b) the consent is given in writing, by email, by tele-conference, or in any other manner agreed upon by the Board, and
  - (c) the resolution is placed with the minutes of the next Board meeting.

## **PART 6 – OFFICERS**

### **Election or appointment to offices**

- 6.1 Directors must be elected or appointed by the Board to the following officer

positions at the first Board meeting following a general meeting. A director, other than the president, may hold more than one officer position:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer

The Board may appoint a director to the Executive in a specialized role to fulfill a specific need or skill set. Such appointments are temporary and shall expire at the next general meeting unless renewed through re-appointment in accordance with these Bylaws.

### **Directors at large**

- 6.2 Directors who are elected or appointed to officer positions in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

- 6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. The president shall be an *ex officio* member of any committees established by the Board. The office of the president shall be alternately occupied by making best efforts to ensure that a director with badminton playing privileges and a director with squash playing privileges take turns in this role.

### **Role of vice-president**

- 6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act. The vice-president shall be the chair of the Planning Committee.

### **Role of secretary**

- 6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;
  - (b) taking minutes of general meetings and directors' meetings;
  - (c) keeping the records of the Society in accordance with the Act;
  - (d) conducting the correspondence of the Board; and
  - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

- 6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

- 6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
  - (b) keeping accounting records in respect of the Society's financial transactions;
  - (c) preparing the Society's financial statements; and
  - (d) making the Society's filings respecting taxes.

### **Senior managers**

- 6.8 The Board may, in accordance with the Act, appoint one or more senior managers, including the General Manager, of the Society to exercise the directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.
- 6.9 A senior manager must disclose any conflict of interest, in accordance with the Act.

### **Role of Ex Officio**

- 6.10 An ex officio shall serve the Society in an advisory capacity and shall have no voting rights.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

- 7.1 These Bylaws do not permit the Society to pay a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing authority**

- 7.2 A contract or other record, document, or instrument to be signed by the Society must be signed on behalf of the Society by:
- (a) any two (2) of the president, vice-president, treasurer, or secretary, or
  - (b) one of the officers described in subsection 7.2(a) and a senior manager appointed by the Board.

## **PART 8 – OPERATIONS OF THE SOCIETY**

### **Investment and borrowing**

8.1 Subject to subsection 8.2 hereof, the directors may, on behalf of the Society:

- (a) borrow or invest funds;
- (b) issue bonds, debentures, notes, or other evidence of debt obligations
  - (i) at any time;
  - (ii) to any person; and
  - (iii) for any consideration

that the directors may determine.

8.2 The directors shall not, in any Fiscal Year:

- (a) borrow funds in excess of FIFTY THOUSAND (\$50,000.00) DOLLARS; or
- (b) commit to any projects involving a financial commitment by the Society in excess of THREE HUNDRED THOUSAND (\$300,000.00) DOLLARS,

unless such borrowing or project commitment is authorized by Special Resolution of the members.

### **Auditor**

8.3 The members shall, by Ordinary Resolution passed at each annual general meeting, appoint an auditor for the Society to hold office until the close of the next annual general meeting. The auditor shall perform an annual audit of the accounts of the Society and shall prepare and certify a balance sheet and a statement of revenues and expenditures.

### **Bylaw amendments**

8.4 The members may amend these Bylaws by Special Resolution.

### **Location**

8.5 The operations of the Society are to be chiefly carried on in Vancouver, B.C.

### **Inspection of records**

8.6 A member may, without charge, inspect a record the Society is required to keep under section 20(1), 20(2)(a) or (b) of the Act, during regular business hours. A member is not permitted to inspect any other record the Society is required to keep under section 20(2) of the Act.

8.7 A director may, without charge, inspect a record the Society is required to keep under section 20 of the Act, during regular business hours.

8.8 Non-members of the Society are not permitted to inspect a record that the Society is required to keep under section 20 of the Act.

**Indemnification**

- 8.9 The Society may indemnify any “eligible party”, as that term is defined in Division 7 of the Act, in accordance with Division 7 of the Act.

**Wind-up or dissolution**

- 8.10 In the event of the winding-up or dissolution of the Society, the property of the Society shall, after satisfaction of its liabilities and the costs, charges, and expenses properly incurred in the winding-up or dissolution, be distributed to such sporting or athletic organization or organizations as the members for the time being at the date of such winding-up or dissolution shall, by Ordinary Resolution, direct. This clause was previously unalterable.