



THE ARBUTUS CLUB

BYLAWS 2018

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CONSTITUTION

The name of the Society is **THE ARBUTUS CLUB**.

The purposes of the Society are:

- (a) To promote, organize, conduct and manage an athletic, recreational, social and visual and performing arts club; and to contribute to the welfare of its Members and their children;
- (b) To encourage and assist the training of Members in amateur sports and games and the visual and performing arts;
- (c) To acquire lands and buildings, to erect buildings and to acquire equipment for the purposes of providing facilities for its Members and their children to engage in athletic, recreational, social and artistic activities generally.

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

1 // DEFINITIONS

B1.1 TB1 (1) In these Bylaws, unless the context otherwise requires,

“Act” means the Societies Act, S.B.C. 2015, c. 18, as amended from time to time, and any legislation enacted in replacement of the Societies Act and in force from time to time;

“Annual General Meeting” means an annual general meeting of Members required by the Act;

“Assessment” means any amount in addition to Dues determined in a Rule to be payable by the Members;

“Associate” means a person in respect of:

(a) a Full Member paying Family Dues (as prescribed in the Rules) who is such Member’s Spouse and any related Child under 19 years of age and any related adult Child less than 27 years of age for whom Intermediate Dues (as prescribed in the Rules) are paid;

(b) a Senior Member paying Senior Family Dues (as prescribed in the Rules) who is a Member’s Spouse and any related Child under 19 years of age and any related adult Child less than 27 years of age for whom Intermediate Dues (as prescribed in the Rules) are paid;

(c) a Full Member, Senior Member, Provisional Member or Social Member paying Couple Dues (as prescribed in the Rules) who is such Member’s Spouse;

(d) an Honorary Member or Non-Resident Member who is such Member’s Spouse and any related Child under 19 years of age; and

(e) a Provisional Member paying Family Dues (as prescribed in the Rules) who is such Member’s Spouse and any related Child under 19 years of age;

“Board” means the Board of Directors of the Club;

“Caregiver” means a person who is (i) a Caregiver to and custodian of a Child of a Member other than the Spouse of the parent of such Child; or (ii) a Caregiver to an adult Associate or Member, other than his or her Spouse; [pursuant to Special Resolution dated April 25, 2013; filed June 6, 2013]

“CEO” means the Chief Executive Officer of the Club;

“Child” means the child of a Member or of one or both Spouses comprising a Couple, and includes an adopted child, foster child and a child in the custody of a Member or Spouse of a Member or within the permanent legal protection of one or both Spouses, and **“Children”** means more than one Child;

“Club” means The Arbutus Club;

“Couple” means any two persons living together as Spouses;

“Director” means a member of the Board;

“Discipline Committee” means an ad hoc committee constituted as such by the Executive Committee in accordance with the Rules;

“Dues” means the respective monthly dues prescribed in the Rules payable by the various categories of Members;

“Eligible Person” is defined in B36(1);

“Entrance Fee” means the amount required to be paid to become a Member as prescribed in the Rules;

“Executive Committee” means the Officers and the CEO;

“Family” includes a Couple with a Child or Children and a single parent with a Child or Children;

“Fines” means sums of money fixed by the Board for disciplinary purposes in accordance with the Rules;

“General Meeting” means a general meeting of Members, and includes the Annual General Meeting;

“Guest” means a person who has been admitted onto the Club premises at the invitation of a Member or Associate;

“House Committee” means one of several committees constituted with the approval of the Board and in accordance with the Rules to report to and advise the Board on matters relevant to the mandate of such committee;

“Member” means a person who has been approved by the Board to belong to one of the membership categories in Article 2 of these Bylaws;

“Membership” means the respective collective rights afforded in these Bylaws and the Rules to the classes of Member set out in Article 2 of these Bylaws;

“Officers” means the president, the vice-president, the treasurer and the secretary and **“Officer”** means one of them;

“Ordinary Resolution” means a resolution passed at a General Meeting by at least a simple majority of votes cast in person, by proxy or by other permitted means;

“Rules” means Rules enacted by the Board from time to time for the administration of the Club, the use of its facilities and for the conduct and enjoyment of the Members, Associates and guests;

“Special Guest” means a person from outside the Zone who is residing in a Member’s house and has been approved by the CEO as such and who may utilize Club facilities as prescribed in the Rules;

“Staff Member” means a person who is an employee of the Club or is an independent contractor regularly providing services (on a full or part time basis) to the Club or its Members on the Club premises;

“Special Resolution” means a resolution of which not less than 14 calendar days’ notice specifying the intention to propose the resolution has been given, passed at a General Meeting by at least two thirds

(2/3rds) of the votes of Members entitled to vote, cast in person, by proxy or other permitted means;

“Spouse” means a person who is married to another person, or who lives with another person in a marriage-like relationship; and

“Zone” means that area set out in the Rules from time to time for the purpose(s) of determining eligibility for being a Non-Resident Member or Special Guest.

B1.2 In these Bylaws, unless the context otherwise requires, words importing the singular include the plural, as the case may be, and vice versa.

B1.3 In these Bylaws, headings are for convenience only and are not to be considered for the purpose of interpretation.

2 // MEMBERSHIP

CLASSES OF MEMBERSHIP

B2 The Club has the following classes of Membership:

B2.1 A Full Member is a person who is 19 years or older accepted by the Board as a Full Member in accordance with these Bylaws and afforded all privileges of Membership in the Club, subject to the Bylaws and Rules.

B2.2 A Senior Member is a person who is 65 years or older and has been a Full Member paying Dues as such for at least 20 years, in aggregate, and continues to be afforded all privileges of Membership in the Club, subject to the Bylaws and Rules.

B2.3 A Provisional Member is a person who is 19 years or older, whose Membership application has been accepted by the Board, but who has not been accepted as a Full Member and who is permitted limited use of facilities as set out in the Rules but no other privileges or rights of a Full Member and for greater certainty, has no right to vote.

B2.4 An Honorary Member is a person recognized for giving extended, dedicated or exemplary service to the Club and recommended for Honorary Membership by the Board and confirmed by Ordinary Resolution. Honorary Members enjoy all the privileges of a Full Member other than the right to vote, but are not required to pay any Dues or Assessment after the date of confirmation.

B2.5 A Social Member is a person who has transferred, with Board approval, from being a Full Member to become a Social Member, and who, as such, has no privileges of a Full Member other than certain permitted use of facilities as set out in the Rules.

B2.6 A Non-Resident Member is a person who has transferred, with the approval of the CEO, from being a

Full Member to become a Non-resident Member upon residing outside the Zone for at least 6 months and who continues to reside outside the Zone and who, as such, has no privileges of a Full Member other than certain permitted use of facilities as set out in the Rules.

VOTING

B3 Only Full Members and Senior Members in good standing are entitled to vote and each has one vote per Full Member or Senior Member.

APPLICATION FOR MEMBERSHIP

B4.1 The Board considers applications for Membership, and upon Board approval and receipt of the Entrance Fee, an applicant becomes a Member.

B4.2 No portion of an Entrance Fee is refundable, including in the event of death, expulsion or voluntary termination of a Membership.

MEMBERSHIP STATUS

B5 A Member is deemed not to be in good standing when the Member:

B5.1 has been declared in arrears with respect to the payment of any Dues, Fines, Assessment or other indebtedness to the Club; or

B5.2 is under suspension pursuant to the Rules.

MEMBERSHIP RESPONSIBILITY

B6 Every Member is accountable and responsible for anyone admitted access to the Club facilities in association with that Member's Membership including, without limitation, any and all:

(1) Associates;

(2) Guests and Special Guests; and

(3) Caregivers.

EXTENSION OF MEMBERSHIP PRIVILEGES

B7 The Board may extend reciprocal membership privileges to members of other clubs on such terms and conditions as set out in the Rules.

B8 The Board may extend the privileges of using the facilities of the Club to non-Members upon such terms and conditions as the Board, by Rule, may determine.

TRANSFER OF MEMBERSHIP DIVORCE-SEPARATION

- B9.1** Subject to the consent of the Board, a Membership in the Club is not transferrable except to the Spouse of a Member upon the death of the Member.
- B9.2** Where a Couple legally separates or is divorced the Membership rights of the Spouses who comprised the Couple are as provided in the Rules.

ASSOCIATE USE

- B10** Associates have the same rights of use of Club facilities of the Member with whom they are associated, subject in all cases to the Rules and any decision of a Discipline Committee with respect to discipline or prohibition of access to the Club premises. An Associate of a suspended or expelled Member has no entitlement to use of the Club facilities unless expressly authorized by the Board.

3 // CESSATION OF MEMBERSHIP

RESIGNATION-DISCIPLINE-READMISSION

- B11** A person ceases to be a Member:
- (1) upon delivery of a written resignation to the Secretary;
 - (2) on death;
 - (3) on being expelled; or
 - (4) under any Rule made by the Board for cessation of Membership.
- B12** After cessation of Membership, a Member or the Member's estate remains liable for payment of all amounts which were due or accruing due to the Club prior to the cessation of Membership, including, but not limited to Dues, Fines and Assessments.
- B13** The Board may promulgate Rules respecting the discipline, suspension and expulsion of Members and Associates.
- B14** A person suspended or expelled as a Member may, but is not required to be, readmitted as a Member by the Board upon the production of such evidence as the Board considers necessary, and upon the full payment of any indebtedness of the person to the Club, including all Fines and Assessments, and Dues for the period from the date of suspension or expulsion to the date of re-admittance.

4 // MEMBERS' MEETINGS

ANNUAL GENERAL MEETING

- B15** An Annual General Meeting must be held in the City of Vancouver during the month of April in each year, at such place and time as determined by the Board.

GENERAL MEETINGS

- B16** All General Meetings must be held at such time and place as determined by the Board.
- B17** B17 The Board must promptly convene a General Meeting on delivery to the Secretary of a requisition, in writing, signed by not less than ten percent of the Members entitled to vote.
- B18** If, within 21 days after the date of delivery of a requisition, the Board has not convened a General Meeting, a majority of the requisitionists may convene a General Meeting, to be held within four months after the date of delivery of the requisition.

NOTICE OF MEETINGS

- B19.1** The Secretary must cause to be sent a notice specifying the date, place and hour of any General Meeting of Members to each voting Member, either personally or by sending it by ordinary post, to the Member's address on the records of the Club or by email to the email address of the Member where the Member has provided an email address to the Club, provided in the case of email notice that it has also been posted to the Club's website for the period commencing at least 21 days before the meeting until the meeting.
- B19.2** Every notice must set out the nature of the business to be dealt with at the meeting and whether any matter is to be dealt with by Special Resolution.
- B19.3** Where a Special Resolution is required, the Secretary must give not less than 14 calendar days' notice.
- B20.1** Where a notice is properly addressed and posted, prepaid, by ordinary post, it will be deemed to have been received one day following posting.
- B20.2** Where a notice is sent by email it will be deemed to have been received the same day.
- B21** The accidental omission to give notice to, or the non-receipt of notice by any voting Member, does not invalidate the proceedings at any meeting of the Members.
- B22** No business, other than that of which notice has been given, may be transacted at any General Meeting.

QUORUM

- B23** The quorum for the transaction of business at meetings of Members must consist of not less than five percent of the Members entitled to vote present in person or by proxy or other permitted means but this number must never be less than 75 Members.

ADJOURNMENT

- B24** No business may be transacted at any General Meeting unless a quorum is present at the commencement of business. In the event a quorum is not present, the Chair may adjourn the meeting to a date of the Chair's choosing.
- B25** Only the business for which notice was given for the original General Meeting may be dealt with at the adjourned meeting, and no notice of the date, place or hour of any adjourned meeting is required.

VOTING

- B26** At all General Meetings, every Member entitled to vote has one vote; provided that any Member who cannot be present in person may, by proxy in writing, appoint an adult Associate or a Member in good standing to vote in that Member's place.
- B27** The proxy must be delivered to the Secretary before the commencement of the meeting at which the Member named in the proxy proposes to vote.
- B28** At all General Meetings of Members, every question must be decided by Ordinary Resolution, except where a Special Resolution is required.
- B29** Except where electronic voting is being offered pursuant to B30 and 31:
- B29.1** Every question may be decided in the first instance by resolution on a show of hands unless any Member entitled to vote, who is present at the meeting, requests a poll.
- B29.2** Upon a show of hands, every Member entitled to vote has one vote and, unless a poll has been requested, a declaration by the Chair that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Club, is sufficient evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against such resolution.
- B29.3** The request for a poll may be withdrawn, but if a poll is requested and not withdrawn, the question will be decided by a majority, or by at least two thirds (2/3rds) of the votes of Members entitled to vote, cast in person or by proxy, if the resolution proposed requires a Special Resolution, and such poll must be taken in the manner the Chair may direct, and the result of such poll is deemed the decision of the meeting of Members upon the matter in question.

- B30** The Board may determine that the business of a General Meeting is suitable for the option of electronic voting to be offered to Members, in addition to attending in person or appointing a proxy, which latter two options will continue to be available for all General Meetings and voting by those in person or by proxy will be in the manner as the Chair directs.
- B31.1** If the Board makes a determination pursuant to B30, notice of such a meeting must indicate, in addition to the time and place of the meeting, the fact that Members may vote electronically on the proposed resolutions in the notice and detailed procedures on such voting method.
- B31.2** The electronic voting methodology must use a secure voter authentication method, tamper proof ballots, encryption of results (or other method) to preserve anonymity and a reliable tabulation system.
- B31.3** Electronic voting must be conducted through a recognized electronic voting service provider, including without limitation, recognized public accounting firms, or through another means which is reliable, maintains confidentiality, anonymity of votes and is independent of Club management and any Director or nominee.
- B32** The Chair may cast a vote only to break a tie.

5 // DIRECTORS & OFFICERS

- B33** The Board is comprised of 15 directors, 14 of whom are elected and one of whom is the immediate past president.
- B34** The Board is responsible to and has the authority to govern and oversee the affairs and management of the Club.
- B35** No act, proceeding or meeting of the Board is invalid by reason only of there being less than the prescribed number of Directors on the Board.

QUALIFICATION OF DIRECTORS

- B36.1** Any Full Member or Senior Member, or Associate Spouse of either (each, an "Eligible Person"), is qualified to be a Director.
- B36.2** Notwithstanding B36(1), a Member and the Associate Spouse of that Member cannot stand for election, or be Directors, at the same time.

NOMINATIONS FOR ELECTION TO THE BOARD

- B37** The Board may appoint a Nominating Committee in accordance with the Rules.
- B38** The list of nominees for election as Directors and Of-

ficers of the Nominating Committee must be posted as prescribed by the Rules at least 40 days prior to the Annual General Meeting.

B39 No later than 40 days prior to the Annual General Meeting, an invitation to nominate any other Eligible Persons for elections as Directors and Officers must be sent to each voting Member by ordinary post or by email where the Member has provided an email address to the Club.

B40 A nomination for election as Directors and Officers not made by the Nominating Committee must:

- (1) be in writing;
- (2) be proposed by three Eligible Persons;
- (3) include the written consent of the nominee; and
- (4) be received by the secretary no later than 28 days prior to the Annual General Meeting.

B41 At least 14 days prior to the Annual General Meeting, a list of all nominees for election as Directors and Officers must be posted and must be communicated by means set out in the Rules and permitted by law to the Members, together with the Notice of the Annual General Meeting.

ELECTION AND TERM OF OFFICE

B42 Directors are elected by the Members at an Annual General Meeting and take office commencing at the close of such meeting.

B43 The term of office of Directors is normally two years. The Board may by resolution determine that some or all vacant Directors' positions have a term of less than two years.

B44 Directors may be elected for consecutive terms but may serve no longer than four years consecutively unless elected as an Officer.

B45 At an Annual General Meeting, Members elect a president, vice-president, treasurer and secretary.

B46 Officers are elected for one-year terms.

B47 A Director or Officer who resigns is not eligible for election as either a Director or Officer for four years from the date of resignation.

B48 If a Director or Officer:

- (1) dies;
- (2) resigns; or
- (3) ceases to be a Member in good standing; the Board may declare the position on the Board of that Director or Officer vacant and fill that vacancy for the balance of the term of that Director or Officer by appointing an Eligible Person.

B49 If a Director or Officer:

- (1) in any year of a term misses three meetings of the Board without a reason acceptable to the Board;

or

(2) becomes incapable of acting; that Director or Officer may be removed by the affirmative vote of ten Directors at a Board meeting and the vacancy for the balance of the term of that Director or Officer may be filled by the Board by the appointment of an Eligible Person.

THE BOARD'S POWERS

B50 The Board may exercise all such powers and do all such acts and things as the Club may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in a General Meeting, but nevertheless subject to the provisions of all laws applicable to the Club, the Constitution and these Bylaws.

B51 The Board may establish Rules and policies consistent with the Constitution and these Bylaws.

B52 The Board by resolution may authorize the execution of contracts, documents or instruments requiring the signature of the Club by any one of the president, vice-president, secretary, treasurer, CEO or any other person authorized to do so by the Board.

B53 The Board may authorize additions, improvements, repairs and replacements to the property and assets of the Club.

B54 Except in the event of an emergency as determined by the Board, additions and capital improvements to the property and assets of the Club where the costs for any one project are estimated to exceed an amount (the "Individual Project Limit") equal to 8% of the operating revenue of the Club for the immediately preceding financial year must be approved in advance by Special Resolution.

B55 Additions and capital improvements to the property and assets of the Club where the aggregate costs for all projects are estimated to exceed twice the Individual Project Limit within one financial year must be approved in advance by Special Resolution.

B56 The Board may establish Rules governing Assessments, Dues and Fines including the timing and method of payment.

COMMITTEES

B57 The Board may constitute committees to assist in the operation of the Club.

B58 All committees may be disbanded by the Board at its discretion.

B59 No committee may commit the Club financially.

B60 No committee may commit the use of the Club's premises or facilities except for use by the Members and Associates.

BOARD – QUORUM

B61 Eight or more Directors constitute a quorum for the transaction of business at Board meetings.

BOARD – MEETINGS

B62 The Board may hold its meetings at such places and times as it determines.

B63 Subject to the Chair's approval, Directors may participate in a meeting by telephone or other form of communication.

B64 Board meetings may be called on no less than 48 hours' notice by the president, the vice-president or by the secretary on the written direction of two Directors.

B64 The president or the secretary must cause notice of Board meetings to be given, and the statement of the president or the secretary that notice has been given is sufficient evidence notice was given.

B66 Any deficiency in the giving of notice of a Board meeting, in the absence of bad faith, does not invalidate proceedings at that meeting.

B67 Board meetings are chaired by: the president, or in his/her absence, the vice-president, or in his/her absence, the treasurer, or in his/her absence, the secretary.

BOARD – VOTING

B68.1 Subject to B49, issues arising at a Board meeting are decided by resolution by a simple majority of votes.

B68.2 Subject to B68(3), each Director has one vote.

B68.3 The Chair may vote only to break a tie.

B69 All votes are by a show of hands unless a Director requests a poll.

B70 A declaration by the Chair at a Board meeting that a resolution has been passed and an entry to that effect in the minutes is sufficient evidence of that fact without proof of the number or proportion of votes in favour or against such resolution.

REMUNERATION OF DIRECTORS

B71 The Directors must not receive any remuneration but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while executing duties as a Director.

LIABILITY & INDEMNIFICATION OF DIRECTORS

B72 Subject to the Act, no Director is liable for:

- (a) the acts, omissions or defaults of any other Director;
- (b) any loss or expense incurred by the Club by reason of the insufficiency or deficiency of title of any property acquired for or on behalf of the Club;
- (c) the insufficiency or deficiency of any security in or upon which any of the money of the Club is invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person with whom any of the money, securities or other property of the Club is deposited;
- (e) any loss caused by any error of judgment or oversight on the Director's part; or
- (f) any other loss or damage which arises from the execution of the duties of the Director unless such loss or damage was caused by the Director's own dishonesty or wilful misconduct.

B73 Subject to the Act, the Club must indemnify each Director and former Director of the Club and their heirs and personal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by such Director in a civil, criminal or administrative action or proceeding in which the Director is a party by reason of being or having been a Director of the Club, including an action brought by the Club if:

- (a) the Director acted honestly and in good faith with a view to the best interests of the Club; and
- (b) in the case of a criminal or administrative action or proceeding, the Director had reasonable grounds for believing the conduct was lawful.

B74 To the extent permitted by the Act, all costs, charges and expenses incurred by a Director with respect to any claim, action, suit or proceeding may be advanced by the Club prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

B75 The Club and each Director are deemed to have contracted upon the terms of the foregoing indemnities.

B76 The failure of a Director to comply with the provisions of the Act, the Constitution or these Bylaws does not invalidate any indemnity to which he or she is entitled under these Bylaws.

B77 The Club may purchase and maintain insurance for the benefit of any or all Directors, Officers, employees or agents against personal liability incurred by any such person as a Director, Officer, employee or agent.

THE EXECUTIVE COMMITTEE

- B78.1** The Board may establish the duties of the Executive Committee in the Rules.
- B78.2** The Executive Committee must meet from time to time at the call of the president, or during the president's absence, at the call of the vice-president.
- B78.3** A quorum for the transaction of business by the Executive Committee is a majority of its members.
- B78.4** The Executive Committee must report its activities to the Board at each meeting of the Board.

THE OFFICERS

- B79** The president:
- (1) acts as the principal liaison among the Board, Members and Staff Members;
 - (2) appoints Members and Associates to House Committees, with the approval of the Board and in accordance with the Rules;
 - (3) if present, chairs the General Meetings or, if absent, appoints the vice-president to chair the General Meetings; and
 - (4) chairs informal meetings, or the president or the Board may appoint any person to chair informal meetings.
- B80** The vice-president may assume the duties of the president during the president's absence, and must carry out those duties delegated to the vice-president by the president from time to time.
- B81** The treasurer may assume the duties of the president during the absence of both the president and the vice-president, or if the treasurer is absent, the secretary may assume those duties. If the vice-president, secretary and treasurer are absent, the Board may appoint a Director to assume the president's duties.
- B82** The treasurer:
- (1) keeps or causes to be kept full and accurate accounts of the Club's financial affairs;
 - (2) oversees the accounts at financial institutions, which may be chosen from time to time by the Board; and
 - (3) assists the Board in the supervision and protection of the Club's financial affairs, including its assets and human resources, and causes to be rendered to the Board an accounting of the Club's financial affairs, when required.
- B83** The secretary:
- (1) conducts or causes to be conducted the Board's correspondence;
 - (2) issues or causes to be issued notices of the meetings of the Board and the General Meetings;

- (3) keeps or causes to be kept formal minutes of all meetings of the Board and the General Meetings;
- (4) has custody of all records and documents of the Club except those required to be kept by the treasurer;
- (5) has custody of the Club's common seal; and
- (6) maintains or causes to be maintained the register of Members.

EXTENSION OF THE EXECUTIVE COMMITTEE'S DUTIES

- B84** The Board may prescribe additional duties for any Officer or the CEO.

6 // MANAGEMENT

- B85.1** Subject to B85(2), the Board may appoint a CEO, provided such person is not a Member or Associate. The CEO has the authority to manage and direct the operations and business affairs of the Club, except that authority which by operation of law or by virtue of these Bylaws must be transacted by the Board, the Executive Committee or the Members.
- B82.2** Whenever the CEO's position is vacant, the Board may appoint an individual who may be a Member to act as the CEO until such time when the Board makes a permanent appointment.
- B86** The CEO is required to lawfully carry out all directions given to him by the Executive Committee or by resolution of the Board.

7 // EXERCISE OF BORROWING POWERS

BORROWING

- B87.1** Subject to B87(2), the Board may cause the Club to borrow money from time to time and in such amounts that the Board thinks reasonable and appropriate in the circumstances, and may cause to be executed debentures, mortgages and pledges of the Club's real and personal property and rights, and may cause to be signed bills, notes, contracts or any other evidence of money borrowed or to be borrowed from any person, corporation or lending institution.
- B87.2** Except for establishing, on behalf of and in the name of the Club, an operating line of credit not to exceed

\$1,000,000, the Board may borrow money only to the extent and for the purpose or purposes authorized by a Special Resolution.

8 // AUDIT OF ACCOUNTS

AUDITORS - APPOINTMENT & QUALIFICATIONS

- B88** At each Annual General Meeting, the Club must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.
- B89** The auditor of the Club must be a member in good standing with the Chartered Professional Accountants of British Columbia.
- B90** An auditor may be removed by Ordinary Resolution.
- B91** An auditor must be promptly informed in writing of the auditor's appointment or removal.

9 // THE SEAL

- B92** The Board may provide a common seal for the Club and may destroy a common seal and substitute a new common seal in its place.
- B93** The common seal may be affixed only when authorized by a resolution of the Board and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of:
- (1) any one of the president or the vice-president;
and
 - (2) any one of the secretary, the treasurer, or a Director.

10 // INSPECTION OF BOOKS & RECORDS BY MEMBERS

- B94** No Member, other than a Director, may have access to any accounting or financial records, or any other documents of the Club (except the financial statements required to be presented at prior Annual General Meetings of the Club) unless authorized by the Board or by Special Resolution, and in any case, only to the extent permitted by law.

11 // DISTRIBUTION OF PROPERTY ON DISSOLUTION

- B95** On the winding-up and dissolution of the Club, and after all debts have been paid or provision for payment has been made:
- (1) the income or remaining assets must not be distributed among the Members; and
 - (2) income or remaining assets may be distributed or transferred to:
 - (a) an organization with purposes similar to those of the Club that qualifies for exemption from income tax pursuant to paragraph 149(1)(l) of the Income Tax Act (Canada) as it now exists or as amended; or
 - (b) a registered charity that qualifies for exemption from income tax pursuant to paragraph 149(1)(f) of the Income Tax Act (Canada) as it now exists or as amended.

12 // ALTERATION OF BYLAWS

- B96** The Bylaws of the Club may be amended only by Special Resolution.