

**SPECIAL RESOLUTION OF THE MOUNTAIN BIKERS OF THE CENTRAL
OKANAGAN ASSOCIATION**

(the “Society”)

WHEREAS:

- A. The Society’s Board of Directors (the “Directors”) have considered the merits of an amalgamation with the West Kelowna Trail Crew Society (the “Amalgamating Society), including the benefits and advantages accruing to a newly amalgamated entity in the areas of funding, branding, and the general promotion of mountain biking and trail development in the central Okanagan region.
- B. The Directors have carefully considered the matter of an amalgamation with the Amalgamating Society and determined that an amalgamation will be beneficial and in the best interest of the Society.
- C. It is expedient for the Society to amalgamate with the Amalgamating Society and continue as one society (the “Amalgamated Society”) in accordance with Part 7 of the *Societies Act*.

BE IT RESOLVED BY A SPECIAL RESOLUTION THAT:

- 1. The amalgamation of the Society with the Amalgamating Society under Part 7 of the *Societies Act* is approved effective the ___ day of _____, 2024 at 12:01am.
- 2. The Society shall enter into, adopt and carry out the terms of the Amalgamation Agreement attached hereto as Schedule “1”.
- 3. The Directors of the Society be authorized to execute and deliver all such documents and instruments, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.
- 4. The Bylaws of the Amalgamated Society will be those set out in the Amalgamation Agreement.
- 5. Lawson Lundell LLP be appointed as the Society’s agent to prepare, complete, and electronically file an Amalgamation Application.

6. This Resolution may be executed in any number of counterparts or by facsimile, or scan each of which shall together, for all purposes, constitute one and the same instrument, binding on the parties, and each of which shall together be deemed to be an original, notwithstanding that all of the parties are not signatory to the same counterpart or facsimile or scan.

Dated as of the ____ day of _____, 2024.

MOUNTAIN BIKERS OF THE CENTRAL OKANAGAN ASSOCIATION

Per: _____
David Gluzman
President

Per: _____
Name:
Director

Schedule 1

[As attached.]

AMALGAMATION AGREEMENT

THIS AGREEMENT made effective as of the ___ day of _____, 2024 at 12:01 a.m.

BETWEEN:

MOUNTAIN BIKERS OF THE CENTRAL OKANAGAN ASSOCIATION
a society duly incorporated under the laws of the province of British Columbia
and having an address at 101 – 1353 Ellis Street, Kelowna, B.C. V1Y 1Z9

(“**MTBCO**”)

AND:

WEST KELOWNA TRAIL CREW SOCIETY
a society duly incorporated under the laws of the province of British Columbia
and having an address at U22S24 – 2475 Dobbin Road, West Kelowna, B.C.
V4T 2E9

(“**WKTCS**”)

(each a “**Party**” and collectively, the “**Parties**”)

WHEREAS:

- A. MTBCO and WKTCS have agreed to amalgamate pursuant to the British Columbia *Societies Act*.
- B. MTBCO and WKTCS have each made full disclosure to each Party of all their respective assets and liabilities.
- C. It is desirable that this amalgamation should take effect on the ___ day of _____, 2024 at 12:01 a.m.

WITNESS in consideration of the premises and mutual agreements and covenants herein contained, each of the Parties hereby covenants and agrees with the other as follows:

1. In this Agreement:

- (a) “Amalgamating Societies” means MTBCO and WKTCS;
- (b) “Agreement” means this Amalgamation Agreement;
- (c) “Amalgamation” means the amalgamation of the Amalgamating Societies as contemplated in this Agreement;
- (d) “Act” means the British Columbia *Societies Act*, SBC 2015, c 18, as amended.
- (e) “Society” means the society continuing from the amalgamation of the Amalgamating Societies; and

(f) “Effective Date” means the ____ day of _____, 2024 at 12:01 a.m.

Words and phrases used in this Agreement and defined in the Act shall have the same meaning as in the Act unless the context otherwise requires.

2. The Amalgamating Societies do hereby agree to amalgamate as of the Effective Date and to continue as one society on the terms and conditions set out in this Agreement.
3. The name of the Society shall be Mountain Bikers of the Central Okanagan Association.
4. The purpose of the Society shall be as set out in the Society’s Constitution.
5. The registered and records office of the Society shall be 1800 – 1631, Dickson Ave Kelowna, British Columbia until changed in accordance with the Act.
6. The number of directors of the Society shall, until otherwise determined, be no fewer than three (3) and no more than twelve (12).
7. The first directors of the Society shall be the person whose name appear below, or such other or further persons appointed as directors of the Amalgamating Societies at their 2024 Annual General Meetings:

Name	Address	Resident Canadian
David Gluzman	<i>[omitted]</i>	Yes
Aimee King	<i>[omitted]</i>	Yes
Anton Walter Platz	<i>[omitted]</i>	Yes
Cam Lainchbury	<i>[omitted]</i>	Yes
Brad Pedersen	<i>[omitted]</i>	Yes
Ryan McKenna	<i>[omitted]</i>	Yes
Alex Needham	<i>[omitted]</i>	Yes
Clayton Benko	<i>[omitted]</i>	Yes

Such directors shall hold office until the first annual meeting of the members of the Society or until their successors are duly elected or appointed.

8. The directors named in paragraph 7 above shall carry on and continue the management and operation of the Society in such manner as they shall determine, subject to and in accordance with the Bylaws of the Society.
9. The first annual general meeting of the Society shall be held in accordance with the Bylaws.
10. The Constitution and Bylaws of the Society until repealed, amended, or altered, shall be as set forth in Schedule “A” attached hereto.
11. The Society shall be seized of and shall hold and possess all the property, rights, and interests of, and shall be subject to all the debts, liabilities, and obligations of, each of the

Amalgamating Societies and members of each of the Amalgamating Societies shall be bound by the terms of their Amalgamation Agreement.

12. The rights of creditors against the property, rights, and assets of each of the Amalgamating Societies, all liens on their property, rights, and assets shall be unimpaired by the Amalgamation and all debts, contracts, liabilities, and duties of each of the Amalgamating Societies shall henceforth attach to the Society and may be enforced against it.
13. No action or proceeding by or against any of the Amalgamating Societies shall abate or be affected by the Amalgamation, but for all purposes of such action or proceedings such Amalgamating Society may be deemed still to exist or the Society may be substituted in such action or proceeding in the place thereof.
14. Each of the Amalgamating Societies, by resolution of their respective directors, assent to any alteration or modification of this Amalgamation Agreement which the Registrar of Companies of the Province of British Columbia or the Supreme Court of British Columbia may require, and all alterations and modification so assented to shall be binding upon the Amalgamating Societies.
15. Each of the Amalgamating Societies, may by resolution of their respective directors, alter or modify this Amalgamation Agreement if they deem an alteration to be required or desirable, and all alternations and modification approved by resolution shall be binding upon the Amalgamating Societies and Society.
16. Each of the Amalgamating Societies must adopt this Agreement in the manner prescribed by Section 88 of the *Societies Act*.
17. The Amalgamation shall take effect as of the ___ day of _____, 2024 at 12:01 a.m., if this Agreement has been approved as required by law before that date, or at such earlier of later time and date as may be determined by the directors of the Amalgamating Societies when this Agreement shall have been approved as required by law.
18. Upon the Amalgamation taking effect and thereafter the Society shall be seized of and shall hold and possess all the property, rights, and interests of, and shall be subject to all the debts, liabilities, and obligations of each of the Amalgamating Societies without any further deeds, transfers, or conveyances, as fully and effectually and to all intents and purposes as the same are now held or borne by each of the Amalgamating Societies respectively, and the directors of the Society shall have full power to carry the Amalgamation into effect and to perform such acts as are necessary or proper for such purposes. The provisions of this paragraph shall not be deemed to exclude any of the effects, rights, or privileges provided by law as incidental to or resulting from the Amalgamation not herein specifically mentioned.
19. If the members of the Amalgamating Societies approve and adopt this Agreement in accordance with the Act, the Amalgamating Societies and the Society shall file with the Registrar of Companies such documents as may be required in order that the Amalgamation become effective.

20. This Agreement shall be governed by and construed in accordance with the laws of the Province of British Columbia.

IN WITNESS WHEREOF, each of the Societies has duly executed this Amalgamation Agreement on the date and year first above written

MOUNTAIN BIKERS OF THE CENTRAL OKANAGAN ASSOCIATION

Per: _____
David Gluzman
President

Per: _____
Name:
Director

WEST KELOWNA TRAIL CREW SOCIETY

Per: _____
Peter Glockner
Director

Per: _____
Clayton Benko
Director

Per: _____
Spencer Graf
Director

Per: _____
Greg Smith
Director

Per: _____
Liam Reilly
Director

Per: _____
Kevin Kingston
Director

Schedule A

[As attached.]

MOUNTAIN BIKERS OF THE CENTRAL OKANAGAN ASSOCIATION CONSTITUTION

1. The name of the society is Mountain Bikers of the Central Okanagan Association (the “Society”).
2. The purpose of the Society is to:
 - a. unite volunteers for the purposes of maintaining, preserving, and developing the networks of trails in the Central Okanagan;
 - b. participate in the planning and management process for recreation land as it relates to trail development in the Central Okanagan;
 - c. improve community access to specified trails while minimizing trail damage and ecological impact; and
 - d. raise funds solely for the purposes of supporting the aforementioned activities.

BYLAWS OF MOUNTAIN BIKES OF THE CENTRAL OKANAGAN ASSOCIATION
("MTBCO")

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PART 1. Definitions and Interpretation

1.1 Definitions

In these Bylaws:

- (a) "**Act**" means the *Societies Act* of British Columbia as amended from time to time;
- (b) "**Annual General Meeting**" means the meeting of Members held once a calendar year in accordance with and subject to the Societies Act;
- (c) "**Board**" means the directors of the Society for the purposes of the Act;
- (d) "**Bylaws**" means these bylaws as altered from time to time;
- (e) "**Extraordinary General Meeting**" means any general meeting of the Members held in accordance with these Bylaws other than an Annual General Meeting;
- (f) "**General Meeting**" means the Annual General Meeting or an Extraordinary General Meeting;
- (g) "**Member**" means a member of the Society;
- (h) "**Membership Fees**" means the annual membership and enrollment fees, and any other fees of membership;
- (i) "**Officers**" has the meaning set out in Article 4.7;
- (j) "**Ordinary Business**" has the meaning set out in Article 3.3;
- (k) "**Ordinary Resolution**" means, any of the following:
 - (i) a resolution passed at a General Meeting by a simple majority of the votes cast by the Members in good standing of the Society who, being entitled to do so, vote in person at such General Meeting; and
 - (ii) a resolution consented to in writing, after being sent to all the Members in good standing at the time, by at least 2/3 of such Members in good standing;
- (l) "**Policies**" has the meaning set out in Article 11.1;
- (m) "**Senior Manager**" has the same meaning as set out in the Act;
- (n) "**Special Business**" means all business at a General Meeting, except Ordinary Business;
- (o) "**Special Resolution**" means, any of the following:
 - (i) a resolution passed at a General Meeting by at least 3/4 of the votes cast by the

Members in good standing of the Society who, being entitled to do so, vote in person at such General Meeting; and

- (ii) a resolution consented to in writing by all the Members in good standing;
- (p) "**Society**" means the Mountain Bikers of the Central Okanagan Association; and
- (q) "**Three-Quarters (3/4) Resolution of the Board**" shall mean any of the following:
 - (i) a resolution adopted at a Board meeting, where quorum is met, by at least % of the directors at such meeting; or
 - (ii) a resolution consented to in writing by all the directors then in office.

1.2 Definitions in the Act Apply

Except where otherwise provided, the definitions in the Act apply to these Bylaws.

1.3 Numbering, Headings and Construction

- (a) Numbering and headings in these Bylaws are provided for convenience only and do not affect the meaning or interpretation of these Bylaws.
- (b) Words implying the feminine gender and the plural shall be interpreted as the masculine and the singular and vice-versa, as the context requires.

1.4 Conflict Between Act, Bylaws, Policies or Regulations

- (a) In the event there is any conflict between these Bylaws and the Act or the regulations under the Act, the Act or such regulations shall prevail.
- (b) In the event there is a conflict between these Bylaws and any Policies, procedure or resolution duly passed by the Society, the terms of these Bylaws shall prevail.

1.5 Decisions by the Board and Committees

Unless otherwise stated in these Bylaws, any decision, approval or consent of the Board and any committee referred to in these Bylaws shall be determined by majority vote.

PART 2. Members

2.1 Application for Membership

- (a) A person may apply to the Board for membership in the Society by:
 - (i) applying, in the form set out by the Board pursuant to Article 2.1(c); and

- (ii) unless determined otherwise by the Board or the president of the Society, paying the applicable Membership Fees.
- (b) A person becomes a Member upon the Board's acceptance of such person's submitted membership application. For greater certainty, any person under the age of 19 may be a Member of the Society.
- (c) The form of any application for membership, the terms and conditions of being accepted as a Member of the Society, and the rights and benefits of being a Member of the Society, shall be determined by the Board and may be amended from time to time by the Board. By way of example only, the Board may permit individuals of the same family to collectively submit one application for applying to become Members in the Society.

2.2 Duties of Members

Each Member must uphold and comply with the Act, Constitution, Bylaws, Policies and any other rules or policies of the Society, as amended from time to time.

2.3 Amount of Membership Fees

- (a) The Membership Fees payable by the Members shall be established by the Board and may be amended by the Board from time to time. For greater certainty, the Board may at any time establish new, or modify, Membership Fees to be paid by the Members and the Board may set different Membership Fees for different types of Members (by way of example only, Members belonging to one family, and corporate or other non-individual Members).
- (b) No Member who is suspended, is terminated or resigns as a Member of the Society, or otherwise ceases to be a Member for any reason, is entitled to any refund of Membership Fees.

2.4 Member in Good Standing

All Members are in good standing except a Member:

- (a) who has failed to pay the Membership Fees that are due and owing from such Member, if any, and such Member remains not in good standing for so long as such Membership Fees remain unpaid;
- (b) who is otherwise owing any debt or liability to the Society unless otherwise agreed to by the Board; or
- (c) who is suspended, in accordance with Article 2.7.

2.5 Rights and Benefits of Member in Good Standing

Subject to the Act and Article 2.1(c), a Member in good standing shall:

- (a) have the right to vote at a General Meeting or in an election;
- (b) have the right to consent to any resolution of the Members;
- (c) have the right to run for and hold office on the Board; and
- (d) be entitled to any benefits of membership set out herein or established by the Board from time to time.

2.6 Cessation of Membership

A person shall cease to be a Member of the Society upon:

- (a) delivering his or her resignation in writing to the Board by mailing such resignation to the registered address of the Society;
- (b) such person's death or, in the case of a corporation, society or other entity, on the dissolution of such corporation, society or other entity;
- (c) having his or her membership terminated by the Board in accordance with Article 2.7; or
- (d) having been a Member not in good standing for 3 consecutive months.

2.7 Termination or Suspension of Membership

- (a) Subject to Article 2.7(b) and the Act, a Member may be disciplined, suspended or has its membership in the Society terminated by way of:
 - (i) a Three-Quarters(%) Resolution of the Board; or
 - (ii) a Special Resolution.
- (b) Before a Member may be disciplined, suspended or terminated, the Society must:
 - (i) send to the Member a written notice, which includes a brief statement regarding the proposed discipline, suspension or termination and reasons therefor, and notify the Member that a meeting of the Board will be held at which the discipline, suspension or termination of such Member will be considered; and
 - (ii) provide such Member a reasonable opportunity to make representations to the Society in respect of the proposed discipline, suspension or termination of the Member's membership.

PART 3. General Meetings of Members

3.1 Time and Place of General Meeting

A General Meeting shall be held at the time and place, in accordance with the Act, the Board shall determine.

3.2 Calling an Extraordinary General Meeting

- (a) The Board may at any time call and convene an Extraordinary General Meeting.
- (b) Members in good standing may requisition an Extraordinary General Meeting in accordance with, and in the manner set out, in the Act. The Board shall act in accordance with the Act in the event any such requisition is received.

3.3 Ordinary Business at General Meeting

At a General Meeting, the following business is considered ordinary business ("**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;
- (f) business arising out of a report of the directors not requiring the passing of a Special Resolution; and
- (g) any such other business as set forth in these Bylaws or the Act that may be transacted at a General Meeting without prior specific notice thereof being provided to the Members.

3.4 Notice of General Meetings

- (a) The Board shall provide to the Members, in accordance with the Act, notice of a General Meeting at least 7 or more days' and not more than 60 days before such General Meeting. For greater certainty, such notice may be provided by mailing, delivering or emailing the notice to the Member's most recent address (including email address) known to the Society.
- (b) A notice of a General Meeting must:
 - (i) specify the date, time and location of the General Meeting;
 - (ii) the text of any Special Resolution to be considered at the General Meeting; and
 - (iii) state the nature of any business, other than Ordinary Business, to be transacted at

the General Meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

- (c) If the Society has more than 250 Members, notice of a General Meeting shall be deemed to have been sent under this Article 3.4 if:
- (i) notice of the date, time and location of the General Meeting has been sent to each Member who has provided an email address to the Society, by email to that email address; and
 - (ii) notice of the date, time and location of a General Meeting:
 - A. is published, at least once in each of the 3 weeks immediately before the General Meeting, in any newspaper circulated in the local Metro Vancouver Regional District area; or
 - B. is posted, throughout the period commencing at least 21 days before the General Meeting and ending when the General Meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all the Members.
- (d) Accidental omission to provide notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any Member entitled to receive such notice will not invalidate the proceedings at that General Meeting.

3.5 Notice Requirements Regarding Approval of Documents

Except as otherwise provided for in the Act and these Bylaws, if any Special Business, including a Special Resolution to be voted upon, at a General Meeting requires the consideration, approval, ratification, adoption or execution of a document or the giving of effect to a document, the notice convening such General Meeting will, with respect to such document, be considered sufficient if such notice indicates that a copy of the applicable document is or will be made available by the Board at a location or website that is maintained by or on behalf of the Society and is accessible by all of the Members prior to the date of such General Meeting.

3.6 Chair of General Meeting

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 of the Society,
 - (ii) the vice-president of the Society, if the president of the Society is unable to

preside as the chair, or

- (iii) one of the other directors present at the General Meeting, if both the president and vice-president of the Society are unable to preside as the chair.

3.7 Alternate Chair of General Meeting

If there is no individual entitled under these Bylaws who can preside as the chair of a General Meeting within 15 minutes from the time set for holding the General Meeting, the Members in good standing who are present at such General Meeting must elect an individual present at such meeting to preside as the chair.

3.8 Quorum Required

No Ordinary Business or Special Business, other than the election of the chair of the General Meeting and the adjournment or termination of the General Meeting, must be transacted at a General Meeting unless a quorum of Members in good standing is present.

3.9 Quorum for General Meetings

Subject to Articles 3.10 and 3.11, the quorum for the transaction of business at a General Meeting is 3 Members in good standing or 3% of the Members in good standing at such time, whichever is greater.

3.10 Lack of Quorum at Commencement of Meeting

If, within 30 minutes from the time set for holding a General Meeting, a quorum of Members in good standing 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 30 minutes from the time set for holding the continuation of the adjourned meeting, the Members in good standing who are present shall constitute a quorum for that meeting.

3.11 If Quorum Ceases to be Present

Once a quorum has been determined to be present at the commencement of a General Meeting, a quorum will be deemed to be present throughout the General Meeting, unless it is determined by the Board that a quorum is in fact not present, at which point business may then be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3.12 Adjournments by Chair

The chair of a General Meeting may or, if so directed by the Members in good standing at the meeting by Ordinary Resolution, shall adjourn the meeting from time to time and from place to place, but no Ordinary Business or Special Business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.13 Notice of Continuation of Adjourned General Meeting

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 30 days or more, notice of the continuation of the adjourned meeting must be given.

3.14 Order of Business at General Meeting

Unless otherwise determined by the Board, the order of business at a General Meeting is as follows:

- (a) appointment or election, as applicable, of an individual to chair the meeting, if necessary;
- (b) determination that there is a quorum;
- (c) approval of the agenda;
- (d) approval of the minutes from the last General Meeting;
- (e) dealing with unfinished Ordinary Business or Special Business from the last General Meeting;
- (f) if the meeting is an Annual General Meeting:
 - (i) receive the Board's 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) dealing with new Ordinary Business or Special Business, including any matters about which notice has been given to the Members in the notice of meeting;
- (h) termination of the meeting.

3.15 Methods of Voting

At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Members in good standing, except that if, before or after such a vote, 25 or more Members in good standing request a secret ballot or a secret ballot is directed by the chair of the meeting, voting shall be by a secret ballot.

3.16 Announcement of Result

The chair of a General Meeting must announce the outcome of each vote and that outcome shall be recorded in the minutes of the meeting.

3.17 Proxy Voting Not Permitted

No Member shall be permitted to appoint a proxy to attend or vote at a General Meeting.

3.18 Matters Decided at General Meeting by Ordinary Resolution

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.

3.19 Minutes of General Meetings

Minutes of a General Meeting shall be kept and taken by the secretary of the Society. If the secretary of the Society is not present at a General Meeting, any person in attendance may be appointed by the Board or president to act as the secretary in taking minutes for such General Meeting.

PART 4. Directors and officers

4.1 Number of Directors on Board

The Society must have no fewer than 3 and no more than 12 directors, and the number of directors within such range shall be as determined by the Board.

4.2 Qualifications of Directors

Each member of the Board during his or her term must:

- (a) be a Member in good standing;
- (b) have consented in writing to be a member of the Board (or was elected or appointed at a meeting at which such member of the Board attended and did not refuse to be a director);
and
- (c) otherwise be qualified to act as a director of a society under the Societies Act.

4.3 Terms of Office for Directors

- (a) Subject to Articles 4.3(b), 4.4(c) and 4.5, each director shall be elected for a term of approximately 2 years and such term shall:
 - (i) commence at the close of the Annual General Meeting at which such director was most recently elected as a director; and
 - (ii) end at the close of the 2nd Annual General Meeting following the Annual General Meeting at which he or she was most recently elected as a director.
- (b) Unless earlier ceased or removed as a director pursuant to Articles 4.6 or 4.10, any Member in good standing appointed by the Board to fill a vacancy on the Board shall hold office commencing on the date of such appointment and shall cease to be a director:
 - (i) at the end of the unexpired portion of the term of office of the person whose departure from the office of director created such vacancy; or
 - (ii) in accordance with Article 4.4(c)(iv).

4.4 Board Acclamation, Appointment or Election

- (a) Unless otherwise determined by the Board, for continuity purposes, the term of office of the directors shall be staggered such that at each Annual General Meeting one-half of the positions on the Board shall be filled by way of election at such Annual General Meeting. For greater certainty, at the close of each Annual General Meeting, one-half of the directors shall have terms that will expire at the next Annual General Meeting.
- (b) Subject to Articles 4.4(c) and 4.5, at each Annual General Meeting, the Members in good standing shall elect or appoint, from the candidates for director, the directors to hold office in the vacant positions as set forth in Article 4.4(a).
- (c) If at any Annual General Meeting the number of candidates standing for election as directors is less than or equal to the number of vacant director positions to be filled at such Annual General Meeting, the following shall occur:
 - (i) candidates at such election shall be elected by acclamation into the vacant director positions;
 - (ii) if, upon election by way of acclamation as described in Article 4.4(c)(i), there are any vacant director positions remaining, such director positions may be filled in accordance with Article 4.4(c)(iii);
 - (iii) subject to Article 4.4(c)(iv), the then Board may (but shall not be required to) appoint any Member in good standing to fill such vacant director position that had not been filled by way of election by acclamation; and

- (iv) such person appointed to fill any vacant director pursuant to Article 4.4(c)(iii) shall hold office as a director for the duration of the term he or she would have served had he or she been elected at the Annual General Meeting at which such vacancy was not filled.

4.5 Directors May Fill Vacancy on Board

Subject to Article 4.6(d), the Board may, at any time, appoint a Member in good standing as a director to fill a vacancy that arises on the Board as a result of the resignation, death, termination, removal or incapacity of a director.

4.6 Removal of Director

- (a) For the purposes of this Article 4.6 only, the definition of Special Resolution in Article 1.1(o) shall be amended to mean:
 - (i) a resolution passed at a General Meeting by at least 2/3 of the votes cast by the Members; and
 - (ii) a resolution consented to in writing by all the Members.
- (b) Any director may be removed from office:
 - (i) by a Special Resolution; or
 - (ii) by way of a Three-Quarters (%) Resolution of the Board.
- (c) Prior to the Board removing any person as a director by way of a Three-Quarters (%) Resolution of the Board pursuant to Article 4.6(b)(ii), the Board shall provide a written statement to the applicable director stating the reasons for such removal, and provide such director a reasonable opportunity to address and respond to such reasons.
- (d) In the event a director is removed from office by way of a Special Resolution pursuant to Article 4.6(b)(i), the Members may by Ordinary Resolution elect a successor director, who must be Member in good standing, to fill the vacancy and serve as director for the remainder of the term of the removed director.

4.7 Appointment to Board Positions

- (a) The Officers of the Society shall be comprised of a president, vice-president, secretary and treasurer (collectively the "**Officers**").
- (b) Subject to Article 4.7(c), each Officer shall be appointed by the Board from time to time.

- (c) Unless otherwise determined by the Board, the president position shall only be occupied by a person who is a director of the Society and who has been a director of the Society for at least one year.
- (d) Other than the director appointed to the position of President, any other director may hold more than one Officer position at any given time.

4.8 Directors at Large

Each director who is elected or appointed to the Board, and is not appointed to an Officer position, shall be deemed to be a director at large.

4.9 Removal of an Officer

- (a) Any person may be removed as an Officer by way of a Three-Quarters (%) Resolution of the Board.
- (b) Prior to the Board removing any person as an Officer by Three-Quarters(%) Resolution pursuant to Article 4.9(a), the Board shall provide a written statement to the applicable Officer stating the reasons for such removal, and providing such Officer a reasonable opportunity to address and respond to such reasons.

4.10 Director or Officer Cease to Hold Office

A person ceases to hold office as a director or Officer:

- (a) at the expiry of such director or Officer's term of office as such, if any;
- (b) on such director or Officer's death;
- (c) on delivery of a signed resignation from such director or Officer to the Board by mail, email or in person; or
- (d) if such director or Officer is removed pursuant to these Bylaws or the Act.

4.11 No Invalidity of Actions

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

PART 5. Directors' Meetings

5.1 Calling Directors' Meeting

A directors' meeting may be called by the president of the Society or any 2 directors at any time.

5.2 Notice of Directors' Meeting

At least 2 days' notice of a directors' meeting must be given unless all the then directors agree to a shorter notice period.

5.3 Proceedings Valid Despite Omission to Give Notice

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

5.4 Conduct of Directors' Meetings

Subject to the Act and these Bylaws, the directors may regulate their meetings and proceedings as they think fit. For greater certainty, the directors may invite any persons to meetings of the directors.

5.5 Quorum of Directors

The quorum for the transaction of business at a directors' meeting is a majority of the directors then in office.

PART 6. Duties of Officers and delegation

6.1 Role of President

The president shall be the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

6.2 Role of Vice-President

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.

6.3 Role of Secretary

The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) oversees the issuance of 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) assisting in conducting the correspondence of the Board; and

- (e) overseeing the filing of the annual report of the Society and making any other filings with the registrar under the Act.

6.4 Absence of Secretary from Board Meeting

If the secretary is absent from any meeting of the Board, the Board must appoint another individual to act as the recording secretary at such Board meeting.

6.5 Role of Treasurer

The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and depositing 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 with respect to taxes.

6.6 Delegation of Duties of Board

- (a) Where permitted by the Act, the Board may from time to time appoint one or more persons as Senior Manager(s) to exercise the authority of the Board to manage the activities or internal affairs of the Society or in respect of a principal unit of the Society.
- (b) The Board may establish any committee, from time to time as it sees fit, to carry out specific activities and functions and may determine the composition and purpose of such committee at the time of establishment. For greater certainty, the creation of any committee and their mandate and procedures shall not require any amendment to the Bylaws or the approval of the Members.
- (c) A committee shall be free to determine its own rules and procedures for the conduct of its business and may appoint any advisors as it may deem necessary, subject to:
 - (i) each committee keeping minutes of its proceedings to report to the Board from time to time as the Board may require; and
 - (ii) any rules and/or terms of reference imposed by the Board.
- (d) Notwithstanding this Article 6.6, the Board shall have the power at any time to revoke or override any authority given to, or any act done or to be done by, any committee.

PART 7. Remuneration of Directors and Signing Authority

7.1 Remuneration of Directors

- (a) No director shall be entitled to be remunerated for being a director of the Society, but a director shall be entitled to reimbursement for any expenses that the director necessarily and reasonably incurs while engaged in the affairs of the Society, if approval to same is granted by the president, vice-president or treasurer of the Society.
- (b) Notwithstanding Article 7.1(a), any director who is appointed by the Board to the positions of president, vice-president or treasurer shall not be permitted to be remunerated by the Society under any contract of employment or contract for services.

7.2 Signing Authority

- (a) A contract, instrument, documents or other record to be signed by the Society must be signed on behalf of the Society:
 - (i) by the president, together with one other director;
 - (ii) if the president is unable to sign, by the vice-president together with one other director;
 - (iii) if the president and vice-president are both unable to sign, by any 2 directors; or
 - (iv) in any case, by one or more individuals authorized by the Board to sign the applicable contract, instrument, document or other record on behalf of the Society.
- (b) Notwithstanding Article 7.2(a), any director who receives remuneration from the Society under any contract of employment or contract for services shall not act as a signing authority of the Society.

PART 8. Borrowing

8.1 Borrowing

Subject to the Act, the Board may, with the approval of the Members by way of a Special Resolution, from time to time on behalf of the Society:

- (a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society; and

- (c) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Society (both present and future).

PART 9. Indemnification of directors & SENIOR MANAGERS

9.1 Definitions for this Part

Subject to the Act and for the purposes of this PART 9:

- (a) "Eligible Party" means a current or former director, Senior Manager or Officer of the Society, or an individual who holds or held an equivalent position with a subsidiary of the Society.
- (b) "Eligible Proceeding" means a legal proceeding (including a civil, criminal, quasi-criminal, administrative or regulatory proceeding) or investigative action, whether current, threatened, pending or completed, in which an Eligible Party or a Representative by reason of such Eligible Party holding or having held a position of current or former director, Officer or Senior Manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society.
 - (i) is or may be joined as a party; or
 - (ii) is or may be liable for or in respect of a Penalty in, or Expenses related to, the legal proceeding or investigative action.
- (c) "Expense" includes costs, charges and expenses, including legal and other fees, but does not include Penalties.
- (d) "Penalty" means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an Eligible Proceeding.
- (e) "Representative" means an heir or personal or other legal representative of an Eligible Party.

9.2 Indemnification

- (a) Subject to the Act and these Bylaws, the Society shall indemnify against, or pay, an Eligible Party or its Representatives, all penalties, expenses and other costs and charges, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in an Eligible Proceeding to which he or she is a party, by reason of such individual being or having been an Eligible Party, and, if authorized by the Board, may indemnify such Eligible Party to such further extent as is permitted by the Act.

- (b) Subject to the Act and these Bylaws, the Society shall pay the expenses actually and reasonably incurred by an Eligible Party or its Representatives in respect of an Eligible Proceeding as they are incurred in advance of the final disposition of an Eligible Proceeding provided the Society has first received from such Eligible Party (and its Representatives, if applicable) a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited pursuant to the Act or Article 9.3, the Eligible Party or its Representatives shall repay the full amounts advanced.

9.3 Indemnification or Payment Prohibited

The Society shall not indemnify or pay the expenses of an Eligible Party or its Representatives in respect of an Eligible Proceeding if:

- (a) the Eligible Party did not act honestly and in good faith with a view to the best interests of the Society (or a subsidiary of the Society), as the case may be;
- (b) the Eligible Proceeding is not a civil proceeding and the Eligible Party did not have reasonable grounds for believing that the Eligible Party's conduct, in respect of which the Eligible Proceeding was brought, was lawful; or
- (c) such Eligible Proceeding is brought by or on behalf of the Society (or a subsidiary of the Society) unless the Supreme Court of British Columbia, on the application of the Society, approves the indemnification or payment of expenses.

9.4 Society to Apply for Court Approval

The Society may apply to the Supreme Court of British Columbia for any approval that may be required to make the indemnities in this Part effective and enforceable.

9.5 Deemed Contract of Indemnification

Upon being elected or appointed, each Eligible Party is deemed to have contracted with the Society on the terms of this PART 9.

9.6 Insurance

Subject to the Act, the Board may cause the Society to purchase and maintain insurance for the benefit of an Eligible Party or its Representatives against any liability that may be incurred by reason of the Eligible Party being or having been a director, Officer or Senior Manager of the Society or holding or having held an equivalent position with a subsidiary of the Society.

PART 10. Access to Records of The Society

10.1 Locations of Records

Unless otherwise determined by the Board, the minutes of meetings of the Board and of General Meetings shall be kept in the registered office of the Society.

10.2 Inspection by Members

- (a) Unless otherwise determined by the Board, subject only to Section 24(2)(a) of the Act, no Member is entitled to inspect or obtain a copy of any of the records of the Society described in Section 20(2) of the Act.
- (b) Any Member wishing to inspect the records of the Society, which they are permitted to inspect under the Act, shall provide a written request to the Board and arrange an appointment, no earlier than 3 Business Days of making such request, to inspect the records of the Society during normal business hours on a Business Day.

10.3 Copies of Records

- (a) Unless otherwise determined by the Board, all records of the Society (including any copies made thereof) shall not be reproduced without the express written consent of the president or vice-president of the Society.
- (b) Subject to the Act, the Society may in its sole discretion provide any record or document electronically to the party requesting such record or document.
- (c) The Society may charge a fee for any copies of records requested by a Member pursuant to the Act.
- (d) Any person, that is not a Member or director, may inspect or receive a copy of the financial statements of the Society upon paying a fee that is to be established by the Society in accordance with the Act.

PART 11. Policies

11.1 Establishing Policies for the Society

The Board may establish policies from time to time ("**Policies**"), which are intended to provide guidance to Members and/or to the Board regarding the business and affairs of the Society, as such policies may be amended by the Board from time to time.

11.2 Amendment or Cancellation of Policies

Any Policy, established or amended pursuant to Article 11.1 may be amended, cancelled or retracted at any time, without notice, by the Board.