


KERRY TAYLOR



VERNON SKI CLUB Bylaws

PART 1 INTERPRETATION

- 1.1 In these Bylaws, unless the context requires otherwise:
- a. **“Address of the Club”** means the address of the Club as filed under the Societies Act;
 - b. **“Annual Fees”** means the annual membership fee, as determined by the Board from year to year;
 - c. **“Associate Member”** means those Members eligible for Membership under section 2.5.b.;
 - d. **“Club”** or **“Society”** means the Vernon Ski Club;
 - e. **“Directors”** or **“Board of Directors”** or **“Board”** means the properly elected or appointed Board of Directors as provided for in these Bylaws;
 - f. **“Full Member”** means those Members eligible for Membership under section 2.5.a.;
 - g. **“Meeting”** includes general meeting, special general meeting or annual general meeting where one of these has not specifically been identified;
 - h. **“Member”** means both Full Members and Associate Members who are admitted to membership in the Club pursuant to these Bylaws;
 - i. **“Program Fees”** means all fees levied by the Club that are not Annual Fees;
 - j. **“Societies Act”** means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it; and
 - k. **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds of the Members entitled to vote and present at the general meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.
- 1.2 Words importing the singular include the plural and vice versa.

- 1.3 In construing these Bylaws, reference must be made to the Societies Act, and words and expressions used in these Bylaws, so far as the context does not otherwise require, have the same meaning as would be the case when used in the Societies Act.
- 1.4 Documents and records that are required to be kept by the Societies Act or by these Bylaws may be kept in a bound or loose-leaf form or electronically or in any other manner that will allow them to be inspected and copied in accordance with the Societies Act.
- 1.5 The headings to these Bylaws are for convenience of reference only and shall not affect the interpretation hereof.

PART 2 MEMBERSHIP

Members; Minimum

- 2.1 The Members of the Club are those persons who have become Members in accordance with these Bylaws and have not ceased to be Members. The Society must at all times have three or more Full Members, as further defined herein.

Applications

- 2.2 Applications for membership must be made electronically, in writing or in such other manner specified by the Club, and must be accompanied by the Annual Fee, which will be refunded should the application not be approved.

Approval

- 2.3 Applications for membership are subject to approval by a majority vote of the Directors or, as by a delegate of the Board; upon such approval, the Annual Fee becomes non-refundable.

Membership Categories

- 2.4 Membership in the Club is divided into two distinct categories:
 - a. Full Members; and
 - b. Associate Members.

Qualification for Membership

- 2.5 To be eligible to be a:
 - a. Full Member, which is either an individual person or a family unit, and for the purposes of these bylaws, a *family unit* means individuals residing at the same address and/or sharing legal guardianship of enrolled dependents, a person must:
 - (i) Have submitted to the Board a completed application for Membership in such form as may be approved by the Board from time to time;
 - (ii) Paid the Annual Fee;
 - (iii) Be a person over 19 years of age who:
 - A. is enrolled in Club programs or have dependents, 18 years and under, enrolled in Club programs, or

- B. have dependents who were previously enrolled in Club programs and are now enrolled in Okanagan Ski Team (OST) or BC Ski Team, or
 - C. had dependents enrolled in Club programs the previous year.
 - b. Associate Member, a person must:
 - (i) Have submitted to the Board a completed application for Membership in such form as may be approved by the Board from time to time;
 - (ii) Paid the Annual Fee;
 - (iii) Be a person over 19 years of age who:
 - A. is an alumni of the Club (that is, who were formerly enrolled in Club programs for a minimum of two years or whose dependents were formerly enrolled in Club programs for a minimum of two years), or
 - B. wish to volunteer with the Club

Rights and Privileges of Members

2.6 The rights and privileges of the Members are as follows:

- a. Full Members will have all the rights and privileges to use the facilities of the Club, when open, may attend and vote at all general and special meetings of the Club and may serve as Directors of the Club. If a Full Member is a family unit, all members of the family unit are entitled to use the facilities of the Club, when open, and to attend all general and special meetings of the Club, but Member voting rights and eligibility to serve as a Director are limited to one designated adult member (over 19 years of age) from each family unit.
- b. Associate Members will have full rights and privileges to use the facilities of the Club, when open, but may not vote at general and special meetings of the Club and may not serve as Directors of the Club.

Fees

2.7 The Annual Fees for all categories of membership will be established annually by the Board of Directors. Annual Fees are due at registration.

2.8 The Club is entitled to issue Program Fees to Members specific to their participation in certain programs. Program Fees are payable in advance from July 1st of each year, and in any event prior to November 15th of each year. Notwithstanding the foregoing, Program Fees must be paid prior to any Member or their dependents participating in current year programs, and for Full members to qualify to vote.

Compliance with Bylaws, Etc.

2.9 Every Member will uphold the Club's Constitution and comply with these Bylaws, and any rules, regulations and policy statements approved by the Board of Directors from time to time.

Failure to Pay Fees

2.10 Any Member who has failed to pay their Annual Fee, Program Fees or any other debt due and owing by them to the Club within a reasonable time as specified by the Club's rules is not in

good standing so long as the debt remains unpaid, subject to section 2.11.

Expulsions and Suspensions

- 2.11 Members who fail to pay their Annual Fees, Program Fees or any other amounts, excluding Race Account fees, due to the Society within 60 days of the due date, are deemed to be on administrative suspension for 60 days (the “**Administrative Suspension**”) and cease to enjoy all benefits of membership without further action by the Board, including participation, and participation by such Members’ dependents, in Club programs. Race Account fees must be up-to-date for athletes to participate at events. The Board, by majority resolution, or a committee thereof constituted for that purpose, may resolve to enter into arrangements with specific Members who are not in good standing to provide for the timely payment of overdue accounts and temporarily lift such suspension, in whole or in part, in which case, the Member is deemed to be in good standing for so long as they abide by the terms of the arrangement or their Annual Fees, Program Fees or any other amounts due to the Society have been paid in full.
- 2.12 A Member may be expelled by a Special Resolution of the Members passed at a general meeting or special general meeting.
- 2.13 The Board of Directors has the authority to establish a separate hearing process to investigate any Member’s misconduct prior to such general meeting.
- 2.14 The notice of Special Resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to speak for 5 minutes at the general meeting before the Special Resolution is put to a vote.
- 2.15 Notwithstanding section 2.11, a Member may be suspended, for a maximum of 21 days, by a 2/3 majority vote of the Board of Directors, after which time the Board will require Member approval for further suspension.
- 2.16 Notwithstanding section 2.15, in certain circumstances, a suspected misconduct may require investigation by BC Alpine (or its designated independent third party). In such cases, the suspension will remain in effect until the investigation is complete and a final determination has been made.

Ceasing to be Member

- 2.17 A person ceases to be a Member of the Club:
- a. by delivering their resignation in writing to the Secretary or to the address of the Club;
 - b. on their death;
 - c. on failing to pay their Annual Fees, Program Fees or any other amounts due to the Society by the expiry of the Administrative Suspension, in accordance with sections 2.7, 2.8 or 2.11, as applicable; or
 - d. on being expelled in accordance with section 2.12.

Transferability

2.18 Memberships are not transferable.

PART 3 DIRECTORS

Number and Qualification

- 3.1 The number of Directors shall be a minimum of five to a maximum of eleven.
- 3.2 A Director must be a Full Member of the Club in good standing at all times throughout their term as Director.
- 3.3 The President, Vice-President, Secretary, Treasurer and one or more other persons shall be the Directors of the Society.

Election or Appointment of Directors

- 3.4 At each annual general meeting, the Members entitled to vote for the election or appointment of Directors must elect or appoint the Board.

Terms; Removal

- 3.5 Subject to section 3.8, Directors shall be elected for a staggered term of two years following their election.
- 3.6 To allow for both a change-over in the Board and continuity of Directorship, at each annual meeting, successors for Directors whose term is expiring will be elected for a two-year term.
- 3.7 To establish the staggered terms, initial terms will be: **Class A Directors:** Elected for a term ending at the first annual meeting after their election. **Class B Directors:** Elected for a term ending at the second annual meeting after their election. Subsequent Directors elected at annual meetings will serve two-year terms.
- 3.8 The Past President shall serve a one-year term immediately following their tenure as President, for the purpose of assisting in the transition to the newly elected President. The Past President shall not have voting rights during this term.
- 3.9 Each Director will hold office as a Director until their term of office expires or until:
- a. they resign the office of Director by delivering their resignation in writing to the Secretary or to the address of the Club;
 - b. they are found to be of unsound mind by a court of competent jurisdiction;
 - c. they die or become otherwise incapable of acting as a Director;
 - d. they are removed by a 2/3 majority vote of the other Directors.
 - e. they cease to be a Full Member in good standing.

Vacancies

- 3.10 If a vacancy in the office of Director occurs due to one of the events described in section 3.9

or if a vacancy in the office of Director results from an increase in the number of Directors, the remaining Directors may appoint the Directors required to fill any such vacancy or vacancies by a $\frac{2}{3}$ vote.

PART 4 POWERS OF DIRECTORS

- 4.1 The Directors may exercise all such powers and do all such acts and things as the Club may exercise and do, and which are not by the Constitution or these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in general meeting. By way of guidance, the powers of the Directors include, but are not limited to, the following:
- a. to manage, or supervise the management of, the affairs of the Club;
 - b. to enter into contracts in the name of the Club;
 - c. to authorize expenditures;
 - d. to take steps required to enable the Club to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind;
 - e. to make rules, regulations and policy statements to facilitate the functioning of the Club and promote its purposes;
 - f. to invest funds of the Club to facilitate its functioning and promote its purposes;
 - g. to nominate a slate of Directors to be elected by the Members;
 - h. to review and approve the business plan and the strategic plan of the Club;
 - i. to review and approve the annual budget of the Club;
 - j. to oversee committees and sub-committees of the Club; and
 - k. to approve Annual and Programs Fees for all categories of membership.

Committees

- 4.2 The Board of Directors will appoint such committees from time to time as it deems necessary or desirable to conduct the business of the Club and may delegate any but not all of its powers to such committees as it sees fit.
- 4.3 Any person willing and in the opinion of the Board suitable to act on a committee may be appointed by the Board to such committee whether or not they are a Member or Director of the Club.
- 4.4 Every such committee will be subject to the control of the Board and will conform to any rules and regulations that may from time to time be imposed by the Board. Each committee must maintain minutes of meetings and provide them to the Board. The Board may at any time dissolve a committee or terminate any appointment thereto. The President or their designate may be an ex-officio Member of all committees.

- 4.5 The Members of a committee may meet and adjourn as they think proper. Each Committee shall elect a Chair of the committee.

No Invalidity

- 4.6 No rule, motion or resolution made or passed by the Club will invalidate a prior act of the Directors that would have been valid if that rule, motion or resolution had not been made or passed.

PART 5 PROCEEDINGS OF DIRECTORS

Meetings of the Directors

- 5.1 The Directors may meet in person, virtually (teleconference or videoconference), or a combination as they see fit for the dispatch of business, and may adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 5.2 A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
- 5.3 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Notice

- 5.4 Notice of any meetings of the Board of Directors must be given to each Director by email or other electronic means not less than five days before the date of such meeting. However, meetings of the Directors may be held at any time without formal notice if all the Directors are present or if all the Directors who are absent have in writing waived notice or signified their consent to holding the meeting in their absence.

Quorum

- 5.5 The quorum for the transaction of business at a Directors' meeting shall be a majority of the Directors then in office.

Chair

- 5.6 The President shall be Chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as Chair; but if neither is present the Directors present may choose one of their number to be Chair at the meeting.

No Seconding

- 5.7 No resolution proposed at a meeting of Directors or committee of Directors need be seconded, and the Chair of a meeting may move or propose a resolution.

No Casting Vote

- 5.8 In the case of an equality of votes, the Chair does not have a second or casting vote.

Consents

- 5.9 A resolution in writing, including by electronic means, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

Waivers

- 5.10 A Director who may be absent temporarily may deliver to the address of the Club a waiver of notice, which may be by letter, or electronic means, of any meeting of the Directors and may at any time withdraw the waiver. Until the waiver is withdrawn:
- a. no notice of meetings of Directors need be sent to that Director; and
 - b. meetings of the Directors of the Club, notice of which has not been given to that Director will, if a quorum of the Directors is present, be valid and effectual.

Validity of Acts

- 5.11 All acts done at any meeting of the Directors or of a committee of the Directors or by any persons acting as Directors will, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 5.12 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

Rules

- 5.13 The Directors may make such rules and regulations for the conduct of their affairs and the affairs of the Club as they deem desirable, provided that such rules and regulations are not inconsistent with these Bylaws or the Societies Act.

Disclosure of Interests

- 5.14 A Director who is, in any way, directly or indirectly interested in a proposed contract or transaction with the Club must disclose fully and promptly the nature and extent of their interest in accordance with the Societies Act.

PART 6 DUTIES OF OFFICERS

Role of President

- 6.1 The President shall plan, and preside as Chair, at all meetings of the Society and of the Directors.
- 6.2 The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.

Role of Vice-President

- 6.3 The Vice-President shall support the role of the President during their term of office, shall acquaint themselves with the role and responsibilities of the President, shall carry out the duties of the President during their absence, and shall also perform such duties as the President or Board of Directors may prescribe from time to time.

Role of the Secretary

- 6.4 The Secretary shall
- a. conduct the correspondence of the Society;

- b. issue notices of meetings of the Society and Directors;
- c. keep minutes of all meetings of the Society and Directors;
- d. have custody of all records and documents of the Society except those required to be kept by the Treasurer; and
- e. maintain the register of members.

Role of the Treasurer

6.5 The Treasurer shall

- a. receive or bank monies collected from the Members or other sources;
- b. keep the financial records, including books of account, necessary to comply with the Societies Act; and
- c. render financial statements to the Directors, Members and others when required.

Interim Measures

6.6 If the President:

- a. resigns their office by delivering their resignation in writing to the Secretary or to the address of the Club;
- b. is found to be of unsound mind by a court of competent jurisdiction; or
- c. dies or becomes otherwise incapable of acting as President

either

- d. the Vice-President will assume and carry out the duties of the President until the scheduled term of the President expires, following which the Vice-President will then become the President pursuant to section 3.5; or
- e. if a Vice-President has not yet been elected, the Past President will assume and carry out the duties of the President until the Board appoints an interim President pursuant to section 3.10 to hold that position until the next annual general meeting, at which there will be an open election for the position of President to serve out the term of the resigned or removed President.

6.7 If the Vice-President:

- a. resigns their office by delivering their resignation in writing to the Secretary or to the address of the Club;
- b. is found to be of unsound mind by a court of competent jurisdiction;
- c. dies or becomes otherwise incapable of acting as Vice-President; or
- d. if the President resigns or is removed pursuant to section 6.6 and is not replaced by

the sitting Vice-President, the Board may appoint an interim Vice-President or President, as the case may be, to hold that position until the next annual general meeting, at which there will be an open election for the position of Vice-President to serve out the term of the resigned or removed Vice-President, as the case may be.

Compensation

- 6.8 No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

PART 7 GENERAL MEETINGS OF MEMBERS

Timing

- 7.1 An annual general meeting of the Club must be called by the Directors and be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting.

Special Meeting

- 7.2 A general meeting other than an annual general meeting is a special general meeting.

Calling Meeting

- 7.3 The Directors may at any time call a special general meeting.
- 7.4 Directors must call a special general meeting without delay on the requisition of not less than ten per cent of the Full Members of the Club.

Notice

- 7.5 Notice of a general meeting specifying the place, the day and the hour of the meeting and in the case of special business, the general nature of that business, must be given by mail, or email, as the Board decides, not less than 14 days prior to the meeting.
- 7.6 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.
- 7.7 Non-receipt by any Member of any notice through error or omission will not invalidate the proceedings of any general meeting.

Special Business

- 7.8 Special business includes all business that is transacted at an annual general meeting except:
- a. the adoption of rules of order;
 - b. the consideration of the financial statements of the Club;
 - c. the report of the Directors;
 - d. the report of the auditor, if any;
 - e. the report of the officers, if any;

- f. the election of the auditor, if required; and
- g. such other business as, under these Bylaws, ought to be transacted at an annual general meeting or business which is brought under consideration by a report of the Directors issued with the notice convening the meeting.

Voting by Proxy

7.9 Voting by proxy is not permitted.

Quorum

- 7.10 A quorum for the transaction of business at any meeting of the members shall consist of not less than 10 voting members or 10% whichever is greater.
- 7.11 No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 7.12 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 7.13 If within 30 minutes from the time appointed for a general Members' meeting a quorum is not present, the meeting, if convened on the requisition of the Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

Chair

- 7.14 The President of the Society, the Vice-President, or, in the absence of both, one of the other Directors present, shall preside as Chair of a general meeting.
- 7.15 If at a general meeting there is no President, Vice-President, or other Director present within 15 minutes after the time appointed for holding the meeting, or the President and all the other Directors present are unwilling to act as Chair, the Members present shall choose by simple majority, one of their number to be Chair.

Order of Business

- 7.16 The order of business at all annual general meetings of the Club will be as follows:
- a. meeting called to order;
 - b. minutes of the last meeting;
 - c. business arising out of the minutes;
 - d. Chair's Report;
 - e. reports of other officers and committees;
 - f. consideration of financial statements;

- g. election of the Directors; and
- h. new business;

provided that by unanimous consent of all Full Members present the order of business may be suspended or altered.

Voting

- 7.17 All business of the Club must be presented at any general meeting in the form of a motion or resolution. No resolution proposed at a meeting need be seconded and the Chair of a meeting may move or propose a resolution. Following discussion of the subject matter of the motion or resolution, a vote will be taken.
- 7.18 A Full Member in good standing and present at the meeting of Members is entitled to one vote.
- 7.19 Any resolution put to the vote of the meeting will be decided on a show of hands of the Full Members of the Club unless, before the Chair declares the result of the show of hands, a ballot is directed by the Chair or demanded by at least one Full Member of the Club who is present in person.
- 7.20 Unless a ballot is so demanded, a declaration by the Chair of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Club, will be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against the resolution.
- 7.21 Questions at any general meeting will be decided by a majority of votes except where a statute or these Bylaws otherwise provide.

Minutes

- 7.22 The Secretary will cause the minutes of every general meeting to be taken, and such minutes in draft form, are presented for approval at a subsequent general meeting and this approval is then recorded in the minutes of the subsequent general meeting.

Consent

- 7.23 Notwithstanding the Bylaws of the Club relating to resolutions by the Members, a resolution in writing signed by all the Full Members will be as valid and effectual as if it had been passed at a general meeting duly called and constituted.

PART 8 REGISTER OF MEMBERS

- 8.1 The Secretary shall keep a record in which the names of the Members of the Club are recorded and will enter therein the name of every person who is admitted as the Member of the Club, together with the following particulars:
 - a. full name, email address, and resident address of the Member;
 - b. the category of membership;
 - c. the date on which the Member became the Member;

- d. the date on which any Member ceases to be the Member; and
- e. such other information as the Societies Act may require.

**PART 9
REGISTER OF DIRECTORS**

- 9.1 The Secretary shall keep a record in which the names of the Directors of the Club are recorded, together with the following particulars:
- a) the full name, email address, and resident address of each Director;
 - b) the date upon which such Director became a Director;
 - c) the date upon which such Director ceases to be a Director; and
 - d) such other information as the Societies Act or a resolution of the Directors may require.

**PART 10
SEAL**

- 10.1 The Society does not have a common seal.

**PART 11
BANKING AND FINANCE**

Administration

- 11.1 The Directors will administer the funds and assets of the Club and will designate the place in which the bank account of the Club will be kept. The Directors may employ counsel, experts, agents, managers, chartered professional accountants and other reasonably necessary advisors in connection with administering and investing the funds and assets of the Club under such terms and conditions and for such remuneration (including customary brokerage fees and commissions) as the Directors may determine from time to time.
- 11.2 Subject to the Constitution and these Bylaws, the Directors may determine the manner in which income arising from the funds, assets and operations of the Club may be used, invested, expended and distributed in carrying out the purposes and objects of the Club, and determinations of the Directors with respect to such uses, investments, expenditures and distributions will be final.

Borrowing

- 11.3 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular, but without limiting the foregoing, by the issue of debentures.
- 11.4 No debenture shall be issued without the sanction of a special resolution.
- 11.5 The Members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Investments

- 11.6 The Directors may invest the funds of the Club in notes, instruments, debentures, mortgages, bonds and term deposits as they deem advisable, provided that investments may not be made by the Club if they would be contrary to the purposes of the Club or the Societies Act or would contravene the provisions of the Income Tax Act and Regulations thereto.

Auditor

- 11.7 This part applies only where the Society is required or has resolved to have an auditor.
- 11.8 The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of auditor.
- 11.9 At each annual general meeting the Society shall appoint an auditor to hold office until they are re-elected or their successor is elected at the next annual general meeting.
- 11.10 An auditor may be removed by ordinary resolution.
- 11.11 An auditor shall be promptly informed in writing of appointment or removal.
- 11.12 No Director and no employee of the Society shall be auditor.
- 11.13 The auditor may attend general meetings.

PART 12 NOTICE TO MEMBERS

- 12.1 A notice may be given to a Member by mail, or email, at their address appearing in the register of members.
- 12.2 A notice sent by mail will be deemed to have been given on the day following that on which notice is posted. A notice sent by email will be deemed to have been given on the day it was sent provided it shows as sent in the sender's email account. In proving that notice has been given, it will be sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- 12.3 Notice of a general meeting shall be given to
- a. every Member shown on the register of members on the day notice is given; and
 - b. the auditor, if Part 11 applies.
- 12.4 No other person is entitled to receive a notice of general meeting.

PART 13 LIMITATION OF LIABILITY AND INDEMNITY

- 13.1 Subject to the Societies Act, no Director or officer of the Club will be liable for the acts, neglects or defaults of any other Director or officer or employee or for joining in any act or for any loss, conversion, misapplication or misappropriation of or damage resulting from any dealings with any moneys or other assets belonging to the Club or for any other loss, damage, or misfortune occurring in the execution of the duties of their respective office unless the same happens by or through breach of duty or breach of trust for which they may

be liable in relation to the Club.

- 13.2 The Directors may cause the Club to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, officer, employee or agent of the Club, and their heirs and personal representatives, in respect of any liability incurred by them in that capacity.
- 13.3 Subject to the Societies Act, all Directors and other legal representatives of the Club and their heirs, executors and administrators shall from time to time and at all times be indemnified and saved harmless, out of the Club, from and against:
- a. any liability and all costs, charges and expenses whatsoever they incur or sustain in respect of any action, suit or proceedings against them for or in respect of any act, deed, matter or things made, done or permitted by them in respect of the execution of the duties of their office (including all legal costs); and
 - b. all other costs, charges, and expenses that they sustain or incur in or about or in relation to the affairs of the Society except such costs, charges or expenses as are occasioned by their own willful neglect or default.

PART 14
AMENDMENTS TO THE BYLAWS

- 14.1 These Bylaws may be amended only by Special Resolution of the Members of the Club at any meeting of which due notice has been given in accordance with the Societies Act and these Bylaws.

PART 15
REPEAL

- 15.1 The Bylaws of the Club filed October 25, 2018 are repealed as of the coming into force of these Bylaws. However, such repeal will not affect the previous operation of any Bylaw so repealed or affect the validity of any act done or any right, privilege, obligation, or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such Bylaw prior to its repeal. All Directors, officers, and persons acting under any Bylaw so repealed will continue to act as if elected or appointed under the provisions of these Bylaws, and the number of Directors will be the same as the number of Directors so continuing to act, and all the resolutions of the members or Board with continuing effect passed under any repealed Bylaws will continue to be valid and effective except to the extent inconsistent with these Bylaws and until amended or repealed.

Adopted by Special Resolution on November 26, 2025.