

#523 – 4438 West 10th Ave
Vancouver BC, V6R 4R8
t. 604 333-3513 f. 604 333-3514
info@judobc.ca www.judobc.ca

2017 December Annual General Meeting Notice

To: Judo BC Voting Members
CC: Judo BC Clubs
Date: November 4, 2017
RE: 2017 December AGM Notice and Registration Information

The 2017 December Judo BC Annual General Meeting will be held on Saturday, December 9th at the Bonsor Community Centre, 6550 Bonsor Ave, Burnaby.

The meeting is scheduled to begin at 5 pm. If the Canada West tournament, which is taking place on the same day at the same location runs late, the meeting will be delayed. If Canada West ends early the AGM will still start at 5 pm.

Eligible voting members can attend via conference call.

Each club that is represented at this AGM, in person, on the conference call, or by proxy will receive:

1 voting member = 1 free registration for Annual Conference in June
this includes free parking, and breakfast & lunch

Clubs from outside the lower mainland will also receive funding for one person to attend the Annual Conference (transportation and shared accommodation)

5 or more voting members = 2 free registrations to the Annual Conference in June

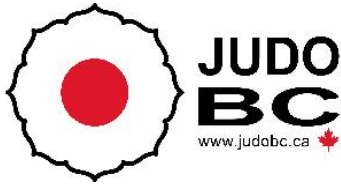
10 or more voting members = 3 free registrations to the Annual Conference in June

Elections won't be held at this AGM. The next elections will take place in December 2018.

We ask that you review the enclosed package carefully in order to adhere to the published deadlines which affect ALL voting members.

Enclosed in this package:

- General information sheet
- Registration link – submit by December 7th
- Accommodation information
- AGM Agenda
- Resolution Form – due November 15th
- Proxy Form – submit on or before December 7th at 4:00pm (preferred), or bring to the AGM



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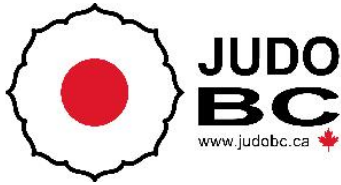
The meeting package will be distributed to all Voting Members the 14 days prior to the meeting via email. Please bring this package with you to the AGM. For environmental reasons, only a limited number of copies for sharing will be available on site at the AGM.

Please don't hesitate to contact me should you require additional information.

Thank you,

A handwritten signature in blue ink, appearing to read 'Katie Thomson', with a long horizontal flourish extending to the right.

Katie Thomson
Executive Director
executivedirector@judobc.ca



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GENERAL INFORMATION for the AGM Weekend

Schedule:

Saturday, December 9th

9:30 am	Canada West Tournament	Bonsor Community Centre
4:00 pm	Check in for the AGM begins	Bonsor Community Centre
5:00 pm	Annual General Meeting	Bonsor Community Centre

Sunday, December 10th

8:00 am	Grading and Kata Board Meeting	Steveston Judo Club
9:30 am	Black Belt Grading	Steveston Judo Club

Definition OF A VOTING MEMBER:

Judokas who have registered with Judo BC for the 2017-18 season prior to November 30, 2017, are in good standing with Judo BC as articulated in our bylaws, and who hold a Black Belt Degree, **recognized as such by Judo Canada** shall be eligible to vote at the Annual General meeting.

Registration

Please register for the AGM online at www.TrackieReg.com/2017DecemberAGM. Members planning to attend via conference call are also requested to register online using the same link. To register for the Canada West tournament - <http://www.burnabyjudoclub.ca/events/2017-canada-west-tournament/>. Recommendations from head sensei for the December grading will be accepted up until November 10th.

Funding

Judo BC is not providing funding for this meeting, or arranging any transportation and accommodations. Instead, clubs that have representation at this meeting will be eligible for funding to the Annual Conference in June as stated in the above AGM notice.

Proxies

A proxy form is enclosed. Voting members may carry up to 10 proxies from eligible voting members (see definition above) not present at the AGM. Proxies will be reviewed prior to the AGM and during the AGM check in period on December 9th.

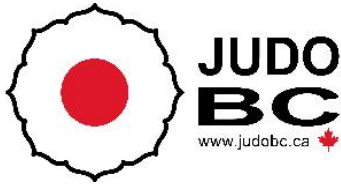
Those who wish to submit their proxies to the Judo BC Office prior to the AGM are asked to do so prior to **December 7th @ 4:00pm**. This gives the office time to confirm the registration status of those assigning their proxy vote to another member.

Notice of Resolution Form

Resolutions for voting on at the 2017 AGM must be circulated to the membership 14 days before the meeting. Members who wish to submit a resolution for the 2017 AGM Agenda must use the enclosed form and forward the completed document to the Judo BC Office no later than **November 15th @ 4:00pm**.

A copy of the current constitutions, bylaws, policies and procedures can be found at <http://www.judobc.ca/governance/constitution-bylaws-policies-procedures/>.

A copy of the proposed new Constitution and Bylaws are included in the attached Society Act Transition Resolution, to be discussed and voted upon at the AGM.



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December Grading

The Grading Board meeting will be held on Sunday, December 10, 2017 commencing at 8:00 am, at the Steveston Martial Arts Centre.

The Grading will be held on Sunday, December 10, 2017 beginning at 9:30 am at the Steveston Martial Arts Centre.

Accommodations

Hilton Vancouver Metrotown
6083 McKay Avenue
Burnaby, BC V5H 2W7
Tel: 604-438-1200
Toll Free Reservations: 1-888-744-5866
Fax: 604-639-3737
www.hiltonvancouver.com

RESERVATION METHOD - INDIVIDUAL RESERVATIONS

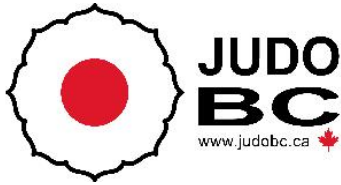
Each individual guest must make their own reservations by calling the following by Friday, December 1, 2017. They must identify themselves as members of the BURNABY JUDO CLUB Group. All reservations must be guaranteed and accompanied by a first night room deposit or guaranteed with a major credit card. Cancellations made less than 24 hours prior to arrival date and no-shows will be charged one night room and tax to their credit card.

Group code: Burnaby Judo Club

Annual General Meeting Agenda

5:00 pm Saturday, December 9th, 2017

- 1) Meeting called to order
- 2) Adoption of Agenda
- 3) Review and Acceptance of minutes from 2017 June AGM
- 4) Treasurer's Report
 - a) Review of Financial Statements to July 31, 2017
 - b) Review and Adopt budget for August 1, 2017 to July 31, 2018
 - c) Appointment of Auditor for 2017-18 fiscal year
- 5) Board Report
- 6) Constitution & Bylaw Resolutions
- 7) Old Business
- 8) New Business
- 9) Announcements
- 10) Adjournment



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2017 DECEMBER NOTICE OF RESOLUTION

(Due Nov 15th, 2017 @ 4:00pm)

Please use this form for a resolution to be served at the 2017 December AGM.

RESOLUTION:

“Insert text of motion here”

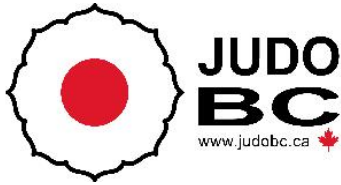
RATIONALE FOR THE RESOLUTION:

“Insert rationale here”

MOVED BY	
Print Name:	Signature:
SECONDED BY	
Print Name:	Signature:

Return to: Fax 604.333.3514

Email: info@judobc.ca



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**2017 DECEMBER ANNUAL GENERAL MEETING
PROXY FORM**

(Submit on or before December 7th, 2017 @ 4:00pm - preferred, or bring to the AGM)

Bylaw 5.8

1) Proxy voting by a Voting Member or an Honorary Member is permitted, subject to the following conditions:

- a) a proxy must be held by a Voting Member or Honorary Member,
- b) a member cannot hold more than ten proxies, and
- c) a proxy is only valid for the general meeting specified on its face.

2) Members must use the form approved by the Board to appoint their proxy.

3) A proxy must be delivered to the Secretary not less than 30 minutes before the time appointed for the meeting.

I the undersigned, being a voting member in good standing of Judo BC, do hereby appoint _____ of the _____ Club as my proxy to vote for me and on my behalf at the general meeting of the Judo BC on December 9th, 2017, and at any adjournment thereof.

Signed at this day _____ of _____, 2017.

Name (print):
Club:
Judo Canada #:
Rank (must be Yudansha):
Signature:
Date:

Return to: Fax 604.333.3514

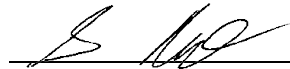
Email: info@judobc.ca

JUDO BC

Society No. S-7026

The Board of Directors of Judo BC (the "Society") hereby gives notice of the following special resolutions, which will be debated and voted on at the annual general meeting at 5:00 PM on Saturday, December 9th, 2017 at Bonsor Community Centre, 6550 Bonsor Avenue, Burnaby, B.C. V5H 2G8.

Dated at Vancouver, British Columbia, November 1, 2017.



By: Alexander Kent, President, for the Board

MOVED AS SPECIAL RESOLUTIONS THAT:

A. THE SOCIETY FILE A TRANSITION APPLICATION UNDER THE SOCIETIES ACT SO SOON AFTER THE DATE THESE RESOLUTIONS ARE APPROVED AS THE DIRECTORS DEEM FIT.

B. CLAUSES 1 AND 2 OF THE CONSTITUTION IN THE TRANSITION APPLICATION BE AS FOLLOWS:

"1. The name of the society is Judo BC.

2. The purpose of the Society is to organize, regulate, govern, promote and advance Judo in British Columbia, by:

- a) setting standards for Judo, including for athletes, coaches, clubs, referees, officials, and competitions,
- b) setting and enforcing rules of the sport and a code of conduct for members, athletes, coaches, clubs, referees, officials and others,
- c) organizing competitions, setting standards for the organization and conduct of competitions, and licensing competitions and organizers of competitions,
- d) disciplining members, athletes, coaches, clubs, referees, officials and others,
- e) representing Judo to the public, governments, and the news media,
- f) co-operating with other Judo associations in Canada and elsewhere,
- g) co-operating with governments, individuals, corporations, associations and others in furtherance of these purposes,
- h) soliciting, collecting, receiving, acquiring, holding and investing money and property, both real and personal, received by gift, contribution, bequest devised, or otherwise, selling and converting property, both real and personal, into cash,

and using the funds of the Association and the proceeds, income, and rents derived from any property of the Association in furtherance of the purposes set out above,

- i) purchasing, leasing, selling or holding such property, equipment and materials as are deemed necessary to accomplish the Association purposes, and
- j) doing all such things as may be incidental and ancillary to the attainment of these purposes.”

EXPLANATORY NOTES FOR MEMBERS

As required by the transition provisions of the Societies Act, clauses 1 and 2 of the constitution cannot be amended at this time.

C. CLAUSES 3, 4 AND 5 OF THE CONSTITUTION BE MOVED TO THE BYLAWS, RENUMBERED AS BYLAWS 1.6, 1.7 AND 1.8, AND THE WORDS “THIS PROVISION IS UNALTERABLE.” BE CHANGED TO “THIS PROVISION WAS PREVIOUSLY UNALTERABLE.”.

1.6 The purposes of Judo BC shall be carried out on a non-profit basis with surplus or properties of all kinds being used for the furtherance of its purposes. This provision was previously unalterable.

1.7 Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations having a similar charitable purpose. This provision was previously unalterable.

1.8 A director must not be remunerated for being or acting as a director, but may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association. This provision was previously unalterable.”

EXPLANATORY NOTES FOR MEMBERS

1. This is required by the Societies Act.
2. The wording of clauses 1.6, 1.7 and 1.8 would not change, except the last sentence of each will now say “This provision was previously unalterable.”

D. AS PART OF ITS TRANSITION APPLICATION, THE SOCIETY DECLARE THAT IT IS NOT A MEMBER-FUNDED SOCIETY, PURSUANT TO SECTIONS 190 AND 191 OF THE SOCIETIES ACT.

EXPLANATORY NOTE FOR MEMBERS

Assuming that a significant percentage of the society’s income is from government sources, including gaming, then it can only be “non member-funded”.

E. THE BYLAWS BE RESCINDED AND REPLACED BY THE FOLLOWING.

“BYLAWS

Part 1 - Interpretation

1.1 In the constitution and the bylaws:

- a) “Act” means the Societies Act, and “Regulations” means any regulations enacted pursuant to the Act,
- b) “AGM” means an annual general meeting,
- c) “Board” or “Board of Directors” means the directors of the Society for the time being, acting as a body,
- d) “director” means a director of the Society,
- e) “general meeting” includes an AGM and a special general meeting,
- f) “Judo Canada” means that corporate body which governs Judo in Canada,
- g) “member” means a member of the Society,
- h) “registered address” means a member’s address as recorded in the register of members,
- i) “Society” means Judo BC,
- j) “constitution”, “bylaws”, “special resolution” and “ordinary resolution” have the meaning given to them in the Act,
- k) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- l) the singular includes the plural and vice versa, and
- m) persons include corporations and associations.

1.2 1) The definitions in the Act apply to the bylaws.

2) if there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

1.3 The Society must on request provide a member a copy of the current constitution and bylaws, without charge.

1.4 The constitution and bylaws can only be altered by special resolution.

1.5 The Society must not distribute any of its money or other property except as permitted by the Act.

1.6 The purposes of Judo BC shall be carried out on a non-profit basis with surplus or properties of all kinds being used for the furtherance of its purposes. This provision was previously unalterable.

1.7 Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations having a similar charitable purpose. This provision was previously unalterable.

1.8 A director must not be remunerated for being or acting as a director, but may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association. This provision was previously unalterable.

Part 2 - Membership

2.1 The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with the bylaws and who, in either case, have not ceased to be members.

- 2.2**
- 1) There are five categories of members: Voting, Club, Associate, Youth, and Honourary Members.
 - 2) A Voting Member is a person who holds a black belt degree recognized by Judo Canada, and who is:
 - a) 18 years of age or older,
 - b) a citizen or permanent resident of Canada, and
 - c) ordinarily resident in British Columbia.
 - 3) A Club Member is a society, club, association, or corporation that:
 - a) carries on business in British Columbia, and
 - b) promotes and supports Judo in British Columbia.
 - 4) An Associate Member is an individual who is:
 - a) 18 years of age or older,
 - b) a member in good standing of a Club Member, and
 - c) ordinarily resident in British Columbia.
 - 5) A Youth Member is an individual who is:
 - a) fewer than 18 years of age,
 - b) a member in good standing of a Club Member, and
 - c) ordinarily resident in British Columbia.
 - 6) An Honourary Member is:
 - a) an individual who has made an extraordinary contribution to the Society or to Judo in British Columbia or both, and
 - b) appointed for life by special resolution.
 - 7) Voting Members in good standing and Honourary Members have the right to vote.
 - 8) Voting Members and Honourary Members have the right to notice of, to attend, and to speak at general meetings. The Board may give notice of general meetings to Club, Associate and Youth Members, and permit them to attend those meetings.
- 2.3**
- 1) An application for membership or for renewal of membership must:
 - a) be in writing and in a form approved by the Board,

- b) except in the case of an Honourary Member, include the applicable membership dues,
 - c) include the full name, date of birth, rank, home address, e-mail address, and telephone numbers of the applicant,
 - d) in the case of a Club Member, include a complete membership list, and
 - e) provide such other information as the Board may reasonably require.
- 2) The Board may require that an applicant for membership, or for renewal of membership:
- a) become or continue to be a member of Judo Canada, and pay any required membership dues, and
 - b) execute a disclosure of risks and a release, waiver or indemnification, or that the parent or guardian of a Youth Member execute such a document.
- 2.4**
- 1) A person may apply to the Board for membership, and becomes a member on:
 - a) complying with bylaws 2.2 and 2.3, and
 - b) approval by the Board.
 - 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
 - 3) The amount of annual membership dues for all categories of members except Honourary Members must be set by the Board and presented to the AGM.
 - 4) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board.
- 2.5**
- 1) A membership is not transferable.
 - 2) A membership must be renewed annually, by or before a date set by the Board.
 - 3) The Society must send a membership renewal notice to all members not fewer than 30 days before the date on which membership must be renewed.
 - 4) A member who is renewing must comply with bylaws 2.2 and 2.3, and pay required membership dues.
 - 5) A Club Member must:
 - a) forthwith notify the Society if it suspends or expels any of its members, and
 - b) provide the Society with a copy of its register of members, on request.
 - 6) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board.

2.6 Every member and director must uphold the constitution, and must comply with:

- a) the Act,
- b) the bylaws,
- c) any rules, regulations and policies made by the Society, and
- d) any rules of order governing the conduct of general meetings and of meetings of the Board.

2.7 A member ceases to be a member on:

- a) delivering a written resignation to the Society,
 - a) death, death, or in the case of a Club Member that is incorporated, on dissolution,
- b) having been a member not in good standing for 30 days, or
- c) being expelled.

2.8 A member becomes a member not in good standing on failing to pay:

- a) a debt due and owing to the Society, or
- b) annual membership dues by the date set for their payment.

2.9 1) A member may be expelled by special resolution.
2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

2.10 1) A member may be suspended for conduct substantially prejudicial to the Society, by a resolution of which not less than 75% of the directors then in office are in favour.
2) A member who is the subject of a proposed directors' resolution for suspension must where reasonably practicable be given:

- a) reasonable notice of the meeting at which it will be proposed,
- b) a brief statement of the reason or reasons for the proposed suspension, and
- c) a reasonable opportunity to be heard at the meeting before the resolution is voted on.

3) A suspension under this bylaw ends at the next following general meeting.

Part 3 - Meetings of Members

3.1 1) General meetings must be held at the time and place, in accordance with the Act and the bylaws, that the Board determines.
2) An AGM must be held at least once in every calendar year.
3) Every general meeting, other than an AGM, is a special general meeting.

3.2 1) The Board may when it thinks fit convene a special general meeting.

- 2) The members may requisition a general meeting pursuant to section 75 of the Act.
- 3) The members may submit a proposal for consideration by the Society at a general meeting pursuant to section 81 of the Act.

Part 4 - Notice to Members

- 4.1** 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting,
 - b) include the text of any special resolution to be proposed at the meeting,
 - c) 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, and
 - d) be sent to all members not fewer than 14 days but not greater than 60 days before the meeting.
- 2) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at that meeting.
- 4.2** 1) Notice of a general meeting must be given to:
- a) every Voting Member and Honourary Member shown on the register of members on the day notice is given, and
 - b) the auditor, if the Society has resolved or is required to have one.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3** A notice may be given to a member either personally, by mail, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.
- 4.4** 1) A notice sent by mail from the Society's office is deemed to have been received:
- a) two days after being mailed, if to an address in Greater Vancouver or Fraser Valley Regional District, or
 - b) five days after being mailed, if to any other address.
- 2) A notice sent by fax or e-mail is deemed to have been received 24 hours after being sent.
- 4.5** A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, or telephone number.

Part 5 - Proceedings at General Meetings

- 5.1** 1) The business at an AGM is to:
- a) elect a chair, if required,
 - b) determine that there is quorum,
 - c) adopt rules of order,
 - d) approve the agenda,
 - e) minutes of the last AGM and any intervening general meetings,
 - f) consider the report of the Board on its activities and decisions since the last AGM,

- g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
- h) appoint an auditor, if any,
- i) elect directors,
- j) business arising out the financial statements, the auditor's report, the report of the Board, and any matter about which notice has been given in the notice of the meeting,
- k) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
- l) any members' proposals pursuant to section 81 of the Act, and
- m) adjourn.

2) The financial statements presented to an AGM must comply with the Act.

3) The business at a special general meeting is limited to:

- a) adopting rules of order,
- b) that set out in a requisition pursuant to bylaw 3.2, if applicable, and
- c) that determined by the Board pursuant to bylaw 3.2.

5.2 1) Quorum at a general meeting is 20% of the Voting Members in good standing and Honourary Members present at all times in person or by proxy, but never fewer than three present at all times.

2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time unless a quorum of voting members is present.

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

4) A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other. The Society is not obligated to take any action to facilitate the use of any communications medium at a general meeting.

5.3 If within 30 minutes from the time set for holding a general meeting a quorum of voting members is not present:

- a) in the case of a meeting convened on a requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the voting members who are present constitute a quorum for that meeting.

5.4 1) A general meeting can only be adjourned by ordinary resolution.

- 2) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 3) When a general meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.
- 4) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.5** 1) The President must chair each general meeting. If the President is not present, able, or willing to be chair, the First Vice-President must chair the meeting. If neither the President nor the First Vice-President is present, able or willing to be chair, the meeting must elect one of the other directors who is present to chair the meeting.
- 2) If none of the President, First Vice-President, and the directors is present, or able or willing to chair a general meeting, then the meeting must elect a member to be chair.
- 5.6** 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.
- 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 5.7** 1) Each Voting Member in good standing and Honourary Member present at a general meeting has the right to one vote.
- 2) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must pursuant to the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.
- 3) Voting must be by show of hands, except when a secret ballot is required by:
- a) the bylaws or Act,
 - b) ruling of the chair, or
 - c) ordinary resolution, voting on which must be by show of hands.
- 4) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
- 5.8** 1) Proxy voting by a Voting Member or an Honourary Member is permitted, subject to the following conditions:
- a) a proxy must be held by a Voting Member or Honourary Member,
 - b) a member cannot hold more than ten proxies, and
 - c) a proxy is only valid for the general meeting specified on its face.
- 2) The instrument appointing a proxy must be in the following form, or in any other form that the Board approves:
- I, _____, of _____, hereby appoint _____, of _____, as my proxy to vote for me and on my behalf at the general meeting of Judo British Columbia on*

the _____ day of _____, 20____, and at any adjournment thereof.

Signed at _____ this _____ day of _____, 20____.

(signature)

- 3) A proxy must be delivered to the Secretary not less than 30 minutes before the time appointed for the meeting.

5.9 Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

6.1 Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Society.

6.2 1) A director must, when exercising the powers and performing the functions of a director:

- a) act honestly and in good faith with a view to the best interests of the Society,
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
- c) act in accordance with the Act and Regulations, and
- d) subject to paragraphs (a) to (c), act in accordance with the bylaws.

2) Without limiting subsection (1), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Society.

3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.

4) Nothing in a contract or the bylaws relieves a director from

- a) the duty to act in accordance with this Act and the Regulations, or
- b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

6.3 1) There must be not fewer than five and not more than nine directors, with the number determined by ordinary resolution at the AGM.

2) The directors are the President, First Vice-President, Second Vice-President, Secretary, and Treasurer, who are the elected officers, and such additional directors as may be required pursuant to bylaw 6.3 (1).

3) An elected officer has a normal term of office of two years, beginning at the adjournment of the AGM at which an officer is elected, and ending at the adjournment of the AGM two years later.

- 4) The President, Second Vice-President and Secretary must be elected in years not evenly divisible by two. The First Vice-President and Treasurer must be elected in years evenly divisible by two.
- 5) Any other director required under bylaw 6.2 (1) has a normal term of office of one year, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM one year later.
- 6) A candidate for election as a director must be 18 years of age or older, and must:
 - a) be a Voting Member in good standing or an Honourary Member,
 - b) be nominated by two other such members,
 - c) consent to the nomination, in writing or in person,
 - d) consent to a criminal record check, and
 - e) be qualified to be a director pursuant to section 44 of the Act,
- 7) A separate election must be held for each vacancy. To be elected, a nominee must receive an absolute majority of the votes cast.
- 8) An election must take place by secret ballot, unless the members present unanimously agree that the election be by show of hands, or there is only one nominee for a position, in which case the nominee must be declared to have been elected.
- 9) Each nominee has the right to address the general meeting for not more than five minutes, prior to the vote. A nominee may delegate that right to another member.
- 10) If at a general meeting no one is elected to fill a vacancy in the Board, then the Board must appoint a qualified member to fill the vacancy, so soon after the general meeting as is reasonably practicable.
- 11) The Board must set a date for the close of nominations, and give notice of the election and the date for close of nominations not less than 60 days before the AGM. Nominations at the AGM are prohibited, unless no one was previously nominated to fill vacancy.
- 12) A director may be re-elected.

6.4 A director ceases to be a director on:

- a) the end of the director's term of office or appointment, unless the director is re-elected or re-appointed,
- b) resigning in writing,
- c) ceasing to be a member in good standing,
- d) bylaw 6.6 applying,
- e) death,
- f) becoming incapable of performing the duties of a director, or

- g) failing to attend three consecutive meetings of the Board without the consent of the Board, which must not be unreasonably withheld.

6.5 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.3.

6.6 1) The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

2) The Board may remove a director before the expiration of the director's term of office by a resolution of which all the other directors are in favour.

6.7 The Board may appoint a member who is qualified pursuant to bylaw 6.3 to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office, for the balance of that director's term.

6.8 A director and a senior manager must comply with the provisions of the Act with regard to disclosure and to conflicts of interest.

6.9 The Society must indemnify a director or senior manager as permitted by the Act.

Part 7 - Proceedings of the Board

7.1 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a simple majority of the directors then in office, but must not be fewer than three.

3) A meeting of the Board may be called by:

- a) the President, or
- b) any three directors, or
- c) resolution of the Board.

4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by Canada Post or e-mail. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.

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

7.2 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

7.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of the Board need be sent to that director, and
- b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

7.4 1) Except where otherwise required, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.

2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.

3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.

7.5 A resolution in writing signed by 75% of the directors is as valid and effective as if regularly passed at a meeting of the Board.

7.6 1) The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee.

2) The Board must by resolution determine the names, chair, members, authority and responsibilities of a committee.

3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.

7.7 Subject to the Act and the bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Officers

8.1 1) The elected officers are the President, First Vice-President, Second Vice-President, Secretary and Treasurer.

2) An elected officer ceases to be an elected officer on:

a) ceasing to be a director, or

b) resigning in writing.

3) The Board may appoint such other officers as it deems necessary, and determine their titles, authority, and responsibilities.

4) If an elected officer ceases to hold office between AGMs, the Board may elect a director to fill the position.

8.2 The President:

a) must supervise the other officers in the execution of their duties,

b) must chair all meetings of the Board and all general meetings, and

c) has the powers and duties generally pertaining to the office of President, subject to resolution of the Board.

8.3 In the absence or inability of the President, the Vice-President must perform the duties of the President.

8.4 The Secretary is responsible for doing, or making the necessary arrangements for:

a) issuing notices and taking minutes of general meetings and Board meetings,

b) keeping the records and documents of the Society in accordance with the Act, including the register of members,

c) conducting the correspondence of the Society, and

d) filing the annual report and making any other filings with the Registrar pursuant to the Act.

8.5 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.

8.6 The Treasurer is responsible for doing, or making the necessary arrangements for:

- a) receiving and banking all monies received by the Society,
- 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.

8.7 1) The Board may appoint an Executive Director, and determine the responsibilities, authority, remuneration, and other terms and conditions of employment of that person.

2) The Executive Director:

- a) must be qualified pursuant to section 44 of the Act,
- b) is an appointed officer and a senior manager within the meaning of the Act,
- c) must, subject to the direction of the Board, manage the operations of the Society,
- d) reports to the Board, and
- e) may receive notice of, attend, and speak at, but not vote at, Board meetings.

Part 9 – Borrowing and Investment

9.1 The Society may by resolution of the Board borrow money, and issue bonds, debentures, notes or other evidence of debt obligations.

9.2 The Society must invest its funds only as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.

9.3 1) A member may without charge inspect a record that the Society is required to keep pursuant to section 20 of the Act.

2) The Board may by resolution restrict the members' rights to inspect the register of members, pursuant to section 25 of the Act.

3) A director may without charge inspect a record of the Society that the Society is required to keep pursuant to section 20 of the Act.

4) A person other than a member or director cannot inspect the records of the Society, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.

9.4 1) The Board must determine, by resolution, the:

- a) financial year of the Society, and
- b) signing officers of the Society, and their authority.

2) The Board may provide a common seal, and if it does so, must provide for its safe-keeping and use.

Part 10 – Auditor

10.1 This Part applies only where the Society is required or has resolved to have an auditor.

10.2 At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.

10.3 An auditor may be removed by ordinary resolution.

10.4 An auditor must be promptly informed in writing of appointment or removal.

10.5 The auditor may attend general meetings.

10.6 The Board must fill all vacancies arising in the office of auditor between AGMs.”

EXPLANATORY NOTES FOR MEMBERS

1. A special resolution cannot be amended at the annual general meeting.
2. 2/3 (66 2/3%) of the members present at the meeting must vote in favour of a special resolution for it to pass, and a quorum must be present. Only members in good standing may vote.
3. A resolution, if it passes, does not take effect until it is filed with Societies OnLine.