

DRAFT BYLAWS

Dear Members,

The following draft Bylaws are proposed as amendments to the existing bylaws of the Squamish Windsports Society (the “SWS”). The current Bylaws are posted on the SWS’s website at squamishwindsports.com.¹ Pursuant to s. 62 of the current Bylaws, these amendments will be the subject of a vote, by way of a special resolution, at the upcoming Annual General Meeting on **January 20, 2022**.

The draft Bylaws propose a number of changes. For convenience, the main changes fall within four categories:

- **Formal Modernization.** The current Bylaws appear to be based on model bylaws promulgated under a previous version of the *Societies Act*. As a result, elements of the current bylaws are outdated. Formal elements of the Bylaws have been updated based on the model bylaws promulgated under the current *Act*.² For instance: the hyphen has been removed from “By-laws” and references to “he” and “his” have been replaced with more gender neutral language.
- **Simplification.** The current Bylaws contain many redundant provisions that merely repeat the substantive provisions of the *Societies Act*, and likewise contain provisions which relate to matters not applicable to the SWS (e.g., Part 10 – Auditor). By adopting Bylaws which reflect the more recent model bylaws, the SWS’s Bylaws will be simplified (from about 3,000 words to about 2,400 words, and from 12 parts to 9 parts).
- **Substantive Modernization.** Recent amendments to the *Societies Act* were intended to allow for permanent flexibility in how societies conduct annual general meetings. Most importantly, the amendments allowed for societies to conduct such meetings electronically even in the absence of a public health order. Unfortunately, a recent court decision³ has cast doubt on the ability of societies with older bylaws to take advantage of these provisions. Adopting language which permits SWS to hold electronic and/or hybrid physical/electronic AGMs, even where no public health order requires such meetings, allows the SWS to facilitate

¹ In particular: https://squamishwindsports.com/site/assets/files/2525/bylaws_of_the_squamish_windsports_society.pdf

² See Schedule 1 to the Societies Regulations:

https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/216_2015/search/search?84#Schedule1

³ *Farrish v. Delta Hospice Society*, 2021 BCSC 1374.

all members' participation in each AGM – particularly since many SWS members spend their winters outside of BC.

- ***Annual Membership Dues.*** The current Bylaws require membership dues to be set at the annual general meeting. Due to uncertainties regarding access, it is likely that the members will not have necessary information to determine the appropriate amount of annual membership dues at the time of an AGM. Revisions to the Bylaws regarding annual membership dues would permit directors to set the annual membership dues based on predetermined guidelines, and no less than one month in advance of the windsports season. These changes are intended to allow the SWS to continue to provide access to its members while at the same time providing for full transparency to those members. The predetermined guidelines for determining fees are intended to ensure that annual membership dues are kept as low as possible, in keeping with the SWS's not-for-profit mandate.

The proposed draft Bylaws are provided below in full. Should you have any comments or questions, please feel free to email info@squamishwindsports.com. Otherwise, we look forward to hearing from you at the upcoming AGM.

Yours truly,

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Squamish Windsports Society

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BYLAWS

OF

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Bylaws of The SQUAMISH WINDSPORTS SOCIETY (the "Society")

Part 1 — Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"**Act**" means the *Societies Act* of British Columbia as amended from time to time;

"**Board**" means the directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Part 2 — Members

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board in each calendar year. The Board shall base the amount of annual membership dues on:

- (a) the projected operating expenses of the upcoming windsports season, including anticipated capital expenditures and anticipated staff payroll;
- (b) expenses incurred during previous windsports seasons; and
- (c) any additional expenses approved by members at an annual general meeting.

2.4 The Board shall give notice to the members of the amount of annual membership dues in section 2.3 forthwith, and in any event, no less than one month prior to the commencement of the windsports season.

Member not in good standing

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.6 A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.7 A person shall cease to be a member of the Society:

- (a) by delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
- (b) on being expelled; or
- (c) on having been a member not in good standing for 12 consecutive months.

2.8 A member may be expelled by a special resolution of the members passed at a general meeting. The following procedure applies to a special resolution under this section:

- (a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and
- (b) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.9 A member may be disciplined by the Directors, such as the suspension of that member's access privileges, for failing to comply with the Constitution and Bylaws of the Society, for failing to comply with the Society's policies, or for acting in a manner that is otherwise unsafe, provided that:

- (a) a majority of Directors at a Directors' Meeting vote to discipline that member;

- (b) the member is provided with written notice of the decision to discipline; and
- (c) the member is provided with an opportunity to respond to the decision.

Part 3 — General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

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

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

Notice of special business

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

Chair of general meeting

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

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or

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

Alternate chair of general meeting

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

Quorum required

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

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or such greater number as the members may determine at a general meeting.

Lack of quorum at commencement of meeting

3.8 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 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 voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 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.

Adjournments by chair

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

Notice of continuation of adjourned general meeting

3.11 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.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

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

Methods of voting

3.13 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 voting members, including voting by electronic means, except that if, before or after such a vote, 2 or more voting

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

Announcement of result

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

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 — Directors

Number of directors on Board

4.1 The number of directors shall be 5 or such greater number as may be determined from time to time at an annual general meeting.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director 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.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Removal of director

4.5 The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

No remuneration

4.6 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

Part 5 — Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

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

Proceedings valid despite omission to give notice

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

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 6 — Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer; and

(e) such other positions as are determined to be necessary and desirable at an annual general meeting.

Directors at large

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

Role of president

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

Role of vice-president

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

Role of secretary

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

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

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

Role of treasurer

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

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;

(d) making the Society's filings respecting taxes.

Part 7 — Signing Authority

Signing authority

7.1 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 – Notices to Members

Method of notice

8.1 A notice may be given to a member either personally or by email to them at the email address identified on their membership record. A notice sent by email shall be deemed to have been sent on the day on which the email is transmitted.

Notice of annual general meeting

8.2 Notice of an annual general meeting shall be given to:

- (a) every member shown on the register of members on the day notice is given;
- (b) the auditor, if one has been appointed in the manner set out in the Act; and
- (c) no other person is entitled to receive notice of the annual general meeting.

Part 9 – Bylaws

Members entitled to copy of bylaws

9.1 On being admitted to membership, a member is entitled to and the Society shall provide them, without charge, with access a copy of the constitution and bylaws of the Society, by posting the same on a website maintained by the Society.

Amendment of bylaws

9.2 These bylaws shall not be altered or added to except by special resolution.