


CAROL PREST

BRITISH COLUMBIA SPORTS HALL OF FAME AND MUSEUM

AMENDED AND RESTATED BY-LAWS

BY-LAW 1 – DEFINITIONS

1.1 For the purposes of these By-laws the following terms shall have the following meanings:

- (a) “Act” or “Societies Act” means the *Societies Act* (British Columbia) and any regulations thereunder from time to time in force, and all amendments thereto, and includes any Act repealing or replacing such Act;
- (b) “Associate Members” means those sporting organizations elected as Associate Members of the Society in accordance with By-law 3;
- (c) “Executive” shall be those Trustees elected as the Executive pursuant to By-Law 8;
- (d) “Hall of Fame” or the “Society” means the British Columbia Sports Hall of Fame and Museum;
- (e) “Honourary Trustees” means those persons elected for specified terms as Honourary Trustees by the Trustees from those persons from time to time nominated by the Nominating Committee;
- (f) “Honoured Members of the Hall of Fame” shall mean those persons elected as Honoured Members of the Hall of Fame in accordance with By-Law 13;
- (g) “Members” means those persons who qualify as Members of the Society in accordance with By-Law 2 who have not ceased to be Members;
- (h) “Nominating Committee” means those Trustees specified in By-Law 12;
- (i) “President and Chief Executive Officer” means the person from time to time appointed by the Executive pursuant to By-Law 8;

- (j) "Trustees" mean those persons elected as Trustees of the Society in accordance with By-law 5.

1.2 Except as set forth in Section 1.1 above, all words which are used in these sections that are defined in the Act shall have the meanings given to them in the Act.

1.3 In the event a conflict arises between the By-laws and the Act, the Act shall prevail.

1.4 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

BY-LAW 2 – MEMBERSHIP

2.1 Any person who applies in a form prescribed by the Trustees for membership in the Society, who is a resident of British Columbia and who pays the annual dues established by the Trustees from time to time shall become a Member of the Society.

2.2 In order to renew his or her membership, a person must pay the annual dues established by the Trustees from time to time and remain a resident of British Columbia.

2.3 Every Member in good standing shall have one vote on every resolution voted upon at any meeting of the Members.

2.4 Any Member may resign his or her membership by notice to the Society and upon receipt of such notice by the Society he or she shall cease to be a Member.

2.5 A person shall cease to be a Member and a Member in good standing of the Society:

- (a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering the resignation to the address of the Society;
- (b) on his or her death or, in the case of a corporation, on its dissolution; or
- (c) on the failure to renew his or her membership.

2.6 The Trustees may cancel the membership of any Member whenever the Trustees are of the opinion that the Member is not acting in the best interest of the Society.

2.7 Every Member must uphold the Constitution of the Society and comply with these By-laws.

BY-LAW 3 – ASSOCIATE MEMBER

3.1 The Board of Trustees may elect any number of sporting organizations to be Associate Members.

3.2 In order to be eligible to become an Associate Member, the sporting organization must be resident or have a branch in British Columbia and be classified as one of the following:

- (a) a professional sporting organization;
- (b) an amateur sporting organization; or
- (c) an athletic department of a college or University.

3.3 No sporting organization shall be elected as an Associate Member unless its election is approved by an ordinary resolution of the Trustees.

3.4 Every Associate Member shall receive notice of and be entitled to have an appointed representative attend all meetings of the Members but no Associate Member shall have a vote on any resolution voted upon at any Member's meeting and no Associate Member shall make any presentation thereat except by invitation of the Chairman.

3.5 Every Associate Member shall be charged an annual fee and such fee for each classification of the Associate Members shall be determined by the Trustees from time to time.

3.6 Any Associate Member shall cease to be an Associate Member of the Society:

- (a) by delivering its resignation in writing to the Secretary of the Society or by mailing or delivering its resignation to the address of the Society;
- (b) on its dissolution;

- (c) on the cancellation of its membership by ordinary resolution of the Trustees; or
- (d) on having been a Member not in good standing for 12 consecutive months.

3.7 The Trustees may cancel the membership of any Associate Member whenever the Trustees are of the opinion that the Associate Member is not acting in the best interest of the Society.

BY-LAW 4 – ADVISORY COMMITTEE

4.1 The Board of Trustees may from time to time elect any number of persons to an Advisory Committee of the Society.

4.2 Every person who is on the Advisory Committee shall receive notice of and be entitled to attend all meetings of the Members, but no person who is on the Advisory Committee shall have a vote on any resolution voted upon at any Members' meeting.

4.3 A person who is on the Advisory Committee need not be a Member.

4.4 Persons on the Advisory Committee are elected from a term of two years, which term commences on the date of the Annual General Meeting preceding the Trustees' meeting at which they are elected.

4.5 A person on the Advisory Committee is eligible for re-election.

BY-LAW 5 – TRUSTEES

5.1 The business and objects of the Society shall be carried out by a Board of Trustees consisting of such number of Trustees as may be determined from time to time by the Members of the Society entitled to vote at a general meeting, provided that the number of Trustees of the Society shall not be less than five (5) and that at least two thirds (2/3) of all Trustees must be

ordinarily resident in British Columbia. The number of Trustees is the number of Trustees set by ordinary resolution.

5.2 A Trustee must be a Member of the Society and be qualified as required by section 43 of the Societies Act to become, act or continue to act as a Trustee of the Society.

5.3 Trustees may be nominated by any Member at the Annual General Meeting and are elected by the Members of the Society at the Annual General Meeting, for a term of two years, which term commences on the date of the Annual General Meeting at which they are elected.

5.4 Trustees cease to hold office at the end of their two-year term but are eligible for re-election or reappointment for successive terms provided such Trustee is in good standing with the Society.

5.5 In addition to the powers and authorities given by these By-laws, or otherwise expressly conferred upon them, the Trustees may exercise all such powers of the Society and do all such acts and things on its behalf as are not by the Act or by these By-laws required to be exercised or done by the Society at a General Meeting, and the Trustees shall have full power to make such rules and regulations as they think fit, provided that such rules and regulations are not inconsistent with the Constitution of the Society and these By-laws.

5.6 The Members may, by special resolution remove any Trustee before the expiration of his or her term of office. If any Trustee shall resign his or her office, cease to be a Member or otherwise cease to be a Trustee (otherwise than by removal by resolution of the Members as aforesaid) or shall absent himself or herself from three or more Trustees' meetings during his or her term, the remaining Trustees may declare his or her office vacated.

5.7 Trustees serve on a voluntary basis and shall not be remunerated by the Society.

BY-LAW 6 – PROCEEDINGS OF TRUSTEES

6.1 The Trustees may meet together, adjourn and otherwise regulate their meetings as they think fit, and meetings of the Trustees held at regular intervals may be held at the place, at the time and on the notice, if any, as the Trustees may from time to time determine. Any

Trustee may at any time, and the Secretary shall, at the request of any Trustee, convene a meeting of the board.

6.2 The Chair shall be chair at any meeting of the Trustees. If the Chair is unable to act as chair or if the Chair is not present within thirty minutes after the time appointed for holding the meeting of Trustees, then the First Vice-Chair shall be chair of the meeting of Trustees. If the First Vice-Chair is unable to act as chair or if the First Vice-Chair is not present within thirty minutes after the time appointed for holding the meeting of Trustees, then the Second Vice-Chair shall be chair of the meeting of Trustees. If the Second Vice-Chair is absent or is unable to act as chair at a meeting of the Trustees, then the Trustees who are present shall choose one of their number to act as chair of the meeting.

6.3 Other than for meetings held at regular intervals as determined by the Trustees pursuant to section 6.1 and subject to section 6.4, reasonable notice of each meeting of the Trustees, specifying the place, day and time of that meeting must be given to each of the Trustees orally, by telephone or by any other electronic means.

6.4 It is not necessary to give notice of a meeting of the Trustees to a Trustee if:

- (a) the meeting is to be held immediately following a general meeting at which that Trustee was elected or appointed, or is the meeting of the Trustees at which that Trustee is appointed; or
- (b) the Trustee has waived notice of the meeting.

6.5 The accidental omission to give notice of any meeting of Trustees to, or the non-receipt of any notice by, any Trustee does not invalidate any proceedings at that meeting.

6.6 Any Trustee may send to the Society a document signed by him or her waiving notice of any past, present or future meeting or meetings of the Trustees and may at any time withdraw that waiver with respect to meetings held after that withdrawal. After sending a waiver with respect to all future meetings and until that waiver is withdrawn, no notice of any meeting of the Trustees need be given to such Trustee and all meetings of the Trustees so held are deemed not to be improperly called or constituted by reason of notice not having been given to such Trustee.

6.7 A person who is entitled to participate in a meeting of the board of Trustees may do so by telephone or other communications medium so long as all persons are able to communicate with each other. If one or more Trustees vote in a manner contemplated by this section 6.7, the vote must be conducted in a manner that adequately discloses the intentions of all of the Trustees present at the meeting. A Trustee who participates in a meeting in a manner contemplated by this section is deemed for all purposes of the Act and these By-laws to be present at the meeting and to have agreed to participate in that manner.

6.8 No question submitted at a meeting of the Trustees need be seconded. Each Trustee shall have one vote. Questions arising at any meeting of Trustees shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall not have a casting or second vote in addition to the vote to which the chair is otherwise entitled and the proposed resolution shall not pass.

6.9 A resolution in writing signed by all the Trustees shall be as valid and effective as if it had been passed at a meeting of Trustees duly convened and held. Such resolution may be in one or more counterparts, all of which together shall be deemed to constitute one instrument. These resolutions may be delivered by facsimile (or other similar electronic means) and shall be deemed to be executed on or as of the date set forth below.

6.10 All acts done at any meeting of Trustees or any meeting of any committee of the board, by any persons acting as Trustees or by members of such committee shall, notwithstanding that it may afterwards be discovered that there was some defect in the election or appointment of any such Trustees or committee members, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to act as a Trustee.

6.11 The Trustees may make such rules and regulations for the conduct of their affairs and of the affairs of the Society as they deem necessary or desirable, provided that such rules and regulations are not inconsistent with these By-laws or the Act.

BY-LAW 7 – HONOURARY TRUSTEES

- 7.1 The Board of Trustees may elect any number of people to be Honourary Trustees.
- 7.2 Honourary Trustees shall receive notice of and be entitled to attend all meetings of the Trustees of the Society but they shall have no vote on any resolution voted upon at any Trustees' meeting.
- 7.3 An Honourary Trustee need not be a Member.

BY-LAW 8 – EXECUTIVE

- 8.1 The Society shall have an Executive.
- 8.2 The Executive shall, subject to the provisions of the Act, be responsible for administering the affairs of the Society, and for appointing a President and Chief Executive Officer, who shall have general direction and control of the Society's affairs and such other powers as the Executive shall, in their discretion, give him or her.
- 8.3 The Executive shall consist of such number of persons as may be determined by the Trustees from time to time.
- 8.4 Except for the Past Chair, who is not elected, the members of the Executive shall be Trustees elected by the Trustees at the first meeting of the Trustees following the Annual General Meeting, and:
- (a) the Nominating Committee shall at such meeting nominate those Trustees it considers appropriate to serve as members of the Executive until the close of the next Annual General Meeting;
 - (b) other nominations of Trustees to serve as members of the Executive may be made by any Trustee at such meeting; and
 - (c) if there are more nominees for election to the Executive than there are positions to fill, then each of the Trustees shall have such number of votes as there are

positions to fill and the nominees receiving the most votes shall be deemed to be elected as the Executive.

8.5 The Executive shall take office immediately upon its election for a term ending when the next Executive is elected following the next Annual General Meeting.

8.6 The Society shall have the following officers (in addition to the President and Chief Executive Officer) being a Chair, First Vice-Chair, Second Vice-Chair, Secretary, and Treasurer who shall be elected by a majority vote of the Executive from among its members by those present at the first meeting of the Executive following the Annual General.

8.7 The duties of the officers are:

(a) Chair

The Chair, when present, shall preside at all meetings of the Society, the Trustees, and the Executive; have general supervision of the affairs and business of the Society. In his or her absence or inability, his or her duties will be exercised by the Vice-Chair.

(b) First Vice-Chair

The First Vice-Chair assumes the responsibility of the Chair in his or her absence or inability to perform his or her duties and shall also perform such other duties as may be determined by the Executive.

(c) Second Vice-Chair

The Second Vice-Chair assumes the responsibility of the Chair in his or her absence or inability to perform his or her duties when the First Vice-Chair is also absent or unable to perform his or her duties. The Second Vice-Chair shall also perform such other duties as may be determined by the Executive.

(d) Secretary

The Secretary shall attend all meetings of the Executive and report all facts and minutes of proceedings in the books kept for that purpose. He or she shall give notice required to be given to the Members, shall be custodian of the seal, of all

books, and records belonging to the Society. He or she shall also perform such other duties as may from time to time be determined by the Executive.

The Secretary shall:

- (i) CAUSE NOTICES OF MEETINGS OF THE SOCIETY AND TRUSTEES TO BE ISSUED;
- (ii) CAUSE MINUTES OF ALL MEETINGS OF THE SOCIETY, THE TRUSTEES AND THE EXECUTIVE TO BE KEPT;
- (iii) PROVIDE FOR CUSTODY OF ALL RECORDS AND DOCUMENTS OF THE SOCIETY EXCEPT THOSE REQUIRED TO BE KEPT BY THE TREASURER;
- (iv) PROVIDE FOR CUSTODY OF THE COMMON SEAL OF THE SOCIETY; AND
- (v) CAUSE THE REGISTER OF MEMBERS TO BE MAINTAINED.

(e) Treasurer

The Treasurer shall:

- (i) KEEP (OR CAUSE TO BE KEPT), FULL AND ACCURATE BOOKS OF ACCOUNT WHICH RECORD ALL RECEIPTS, DISBURSEMENTS, ASSETS AND LIABILITIES OF THE SOCIETY AND SHALL CAUSE TO BE DEPOSITED ALL MONEYS TO THE CREDIT OF THE SOCIETY IN SUCH BANKS DESIGNATED BY THE EXECUTIVE. HE OR SHE SHALL CAUSE TO BE DISBURSED FUNDS UNDER THE DIRECTION OF THE EXECUTIVE;
- (ii) PROVIDE TO THE EXECUTIVE, MEMBERS AND OTHERS WHEN REQUIRED, AN ACCOUNTING OF ALL TRANSACTIONS OF THE SOCIETY AND THE FINANCIAL POSITION OF THE SOCIETY; AND
- (iii) PERFORM SUCH OTHER DUTIES AS MAY FROM TIME TO TIME BE DETERMINED BY THE EXECUTIVE.

(f) Past Chair and Other Trustees

The Past Chair and other Trustees shall perform such duties as may, from time to time, be determined by the Executive.

8.8 Any vacancy in the Executive occurring at any time may be filled by the remainder of the Executive until the next meeting of the Board of Trustees.

8.9 Each member of the Executive shall have one vote on each resolution voted upon at any meeting of the Executive.

8.10 The Executive shall establish a Nominating Committee and such other committees as it deems necessary for the carrying out of the objects of the Society.

8.11 The Executive shall appoint the members of the committees from the Trustees or such other persons as the Executive shall determine.

8.12 The Executive may delegate to any such committee between meetings of the Trustees such powers and authorities of the Trustees as the Executive considers appropriate (except the power to fill vacancies in the Trustees or fill vacancies in any committee and the power to appoint or remove officers appointed by the Executive) subject to any regulations made by the Trustees and to such conditions as may be prescribed in such resolution, and all committees so appointed shall keep regular minutes of their transactions and shall cause them to be recorded in the books kept for that purpose, and shall report the same to the Executive at such times as the Executive may from time to time require. The Executive shall also have power at any time to revoke or override any authority given to or acts to be done by any such committees and to terminate the appointment or change the membership of a committee and to fill vacancies in it. Committees may make rules for the conduct of their business and may appoint such assistants as they may deem necessary. A majority of the members of a committee shall constitute a quorum thereof.

8.13 Between successive Annual General Meetings the Executive shall have the power to appoint one or more additional Trustees or to fill any vacancy in the Trustees.

BY-LAW 9 – MEETINGS OF MEMBERS

9.1 Subject to the provisions of the Act, the Annual General Meeting of the Members shall be held in each calendar year; and

9.2 if all the Members who are entitled to vote at an Annual General Meeting consent by a unanimous resolution under the Act to all of the business that is required to be transacted at that Annual General Meeting, the Annual General Meeting is deemed to have been held on the date on which the last voting Member consents to the resolution or on any later date, specified in the resolution, that falls on or before the date by which the Annual General Meeting must be held in accordance with the Act.

9.3 General meetings of Members may be convened on any day and at any time and place as determined by the board.

9.4 Except as otherwise provided for in the Societies Act, written notice of a general meeting of the Members shall be given at least 14 days before the date of the general meeting:

- (a) to every Member listed on the register of Members on the day notice is given;
- (b) in the case of Annual General Meetings, to the auditor, if there is an auditor holding office at the time notice is given;

and no other person shall be entitled to notice of a meeting of the Members.

9.5 Members who are entitled to vote at a general meeting of Members may waive that right or reduce the period of notice required for the general meeting. Subject to the provisions of the Act, attendance by a Member at a general meeting is a waiver of that Member's entitlement to notice of the meeting.

9.6 The accidental omission to give notice of any general meeting of Members, any irregularity in the notice of any meeting of Members or the non-receipt of any notice by any Member or Members or by the auditors of the Society, if any, shall not invalidate any resolution passed or any proceedings taken at any general meeting of Members.

9.7 Only Members and the auditors may attend general meetings of Members, provided, however, that the board of Trustees may invite non-Members to attend general meetings of Members.

9.8 A meeting of Members must be held in British Columbia at a location determined by the Trustees.

9.9 The Chair shall be chair at the meeting of Members. If the Chair is absent or unable to act as chair at a meeting of Members, then the First Vice-Chair shall be chair of the meeting of Members. If the First Vice-Chair is absent or is unable to act as chair at a meeting of Members, then the Second Vice-Chair shall be chair of the meeting of Members. If the Second Vice-Chair is absent or is unable to act as chair at a meeting of Members, then the Members who are present and entitled to vote shall choose a Trustee who is present and able to act as chair of the meeting and if no Trustee is present and able to act or if all the Trustees present decline to take the chair then the Members who are present and entitled to vote shall choose one of their number to act as chair of the meeting.

9.10 The chair of any meeting of Members may, with the consent of a majority of the Members present at the meeting of Members and entitled to vote, adjourn the meeting to a fixed time and place and no notice of such adjournment need be given to the Members. No business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

9.11 The majority of votes required for the Society to pass a special resolution at a meeting of Members is two-thirds (2/3) of the votes cast on the resolution.

BY-LAW 10 – VOTING AT GENERAL MEETINGS

10.1 Unless provided otherwise in the Act or these By-laws:

- (a) no Member shall be entitled to vote at any general meeting unless the Member is in good standing pursuant to the provisions of section 2.6;
- (b) every resolution submitted at a general meeting shall be decided in the first instance by a show of hands, an oral vote or another means that has been decided by the chair of the meeting so long as that means adequately identifies the intention of the voting Members;

- (c) no resolution submitted at a general meeting need be seconded and the chair of a general meeting may move or propose a resolution;
- (d) at all general meetings every resolution put to a vote shall, unless otherwise required by these By-laws or under the Act, be decided by a simple majority of the votes duly cast on the resolution;
- (e) in the case of an equality of votes, the chair of the general meeting does not, either on a show of hands or on a poll, have a casting or second vote in addition to the vote to which the chair may be entitled as a Member and the proposed resolution shall not pass; and
- (f) a declaration by the chair of the general meeting following a show of hands that a resolution has been carried unanimously, carried by a particular majority or not carried by a particular majority shall be conclusive evidence of the fact.

10.2 A Member of the Society may appoint a proxy holder to attend and vote at a general meeting subject to the following terms and conditions:

- (a) such appointment be in writing and provided to the Society's registered office within 7 days in advance of the meeting of Members;
- (b) such proxy is only valid at the general meeting for which the appointment is given or at any adjournment of such meeting;
- (c) such proxyholder is a Member in good standing of the Society; and
- (d) the proxy may be revoked at any time.

10.3 A person who is entitled to participate in a general meeting may do so by telephone or other communications medium for so long as all persons are able to communicate with each other. If one or more Members of the Society vote in a manner contemplated by this section 10.3, the vote must be conducted in a manner that adequately discloses the intentions of all of the Members present at the meeting. A Member or proxy holder who participates in a meeting in a

manner contemplated by this section is deemed for all purposes of the Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

BY-LAW 11 – QUORUM

11.1 The quorum for any meeting of the Trustees shall be a majority of Trustees, present at the commencement of the Meeting.

11.2 The quorum for any meeting of the Members shall be three Members present at the commencement of the meeting.

11.3 The quorum for any meeting of the Executive shall be three Members present at the commencement of the meeting.

11.4 The quorum for any meeting of a committee shall be a majority of the committee Members.

BY-LAW 12 – NOMINATING COMMITTEE

12.1 Nominations of persons for election as Trustees and Honourary Trustees shall be made by a Nominating Committee consisting of the Past Chair, the Chair, one other member of the Executive and two Trustees appointed by the Executive who are not members of the Executive.

In making its nominations, the Nominations Committee shall have regard to the benefits of regional representation on the Board of Trustees recognizing the following regions in the Province:

KOOTENAY: Central Kootenay, East Kootenay and Kootenay Boundary;

THOMPSON/OKANAGAN: Okanagan-Similkameen, Thompson-Nicola, Central Okanagan, North Okanagan and Columbia-Shuswap;

MAINLAND/SOUTHWEST: Fraser Valley, Greater Vancouver, Squamish-Lillooet and Sunshine Coast;

VANCOUVER ISLAND/COAST: Alberni-Clayoquot, Capital, Central Coast, Comox-Strathcona, Cowichan Valley, Mount Waddington, Nanaimo and Powell River;

NORTH COAST/NECHAKO: Kitimat-Stikine, Skeena-Queen Charlotte, Bulkley-Nechako and Stikine (Region); and

CARIBOO/NORTHEAST: Cariboo, Fraser-Fort George, Northern Rockies and Peace River.

12.2 The Nominating Committee shall be appointed by the Executive at least 60 days prior to the Annual General Meeting.

12.3 The Nominating Committee shall nominate:

- (a) at least such number of person as is necessary to fill the existing vacancies and those vacancies which will occur; and
- (b) such person as it may from time to time consider appropriate to serve as Honourary Trustees until the conclusion of the next Annual General Meeting.

12.4 The consent of any nominee to stand for election as a Trustee shall be obtained.

12.5 The Nominating Committee shall deliver to the President and Chief Executive Officer the names of the nominees for Trustees and Honourary Trustees selected by them and notice of such names shall be sent by the President and Chief Executive Officer to the Trustees together with notice of the Annual General Meeting.

BY-LAW 13 – NOMINATION AND ELECTION OF HONOURED MEMBERS AND HONOURED TEAMS OF THE HALL OF FAME

13.1 The Trustees shall establish regulations dealing with the nomination of individuals who are to be honoured by election as Honoured Members of the Hall of Fame to the Hall of Fame, and without limiting the generality thereof shall establish regulations dealing with the

eligibility, classification, minimum standard of performance and method of nomination of individuals to be so honoured.

13.2 The Trustees shall establish regulations dealing with:

- (a) the nomination of teams to be admitted to the Hall of Fame; and
- (b) the award of such other honours as the Trustee may determine.

13.3 No individual shall be elected as an Honoured Member of the Hall of Fame and no team shall be admitted to the Hall of Fame unless such is approved by resolution of the Trustees.

BY-LAW 14 – SEAL

14.1 The Trustees may provide a common seal for the Society and such seal shall be affixed in the presence of any two Members of the Executive.

BY-LAW 15 – DUES

15.1 The Trustees may from time to time fix the amount of dues to be paid by the Members.

BY-LAW 16 – ACCOUNTS

16.1 The power to sign cheques on behalf of the Society shall be determined by the Executive in its discretion.

16.2 The Treasurer shall present an audited statement of the Society's finances at the Annual General Meeting.

BY-LAW 17 – AUDIT OF ACCOUNTS

17.1 The accounts of the Society shall be audited at the end of each fiscal year and the Members shall at each Annual General Meeting appoint an auditor to hold office until the close of the next Annual General Meeting.

BY-LAW 18 – BORROWING POWERS

18.1 The Trustees may borrow or raise or secure the repayment of such sum or sums in such manner, upon terms and conditions in all respects as they see fit and in particular by the issue of bonds, perpetual or redeemable debentures, stock, or any mortgage, charge or other security on the undertaking of the whole or any part of the present and future properties, both real and personal, of the Society; provided, however, that none of these powers shall be exercised without the sanction of a resolution of the majority of the Trustees and that no debenture shall be issued without the sanction of a special resolution of the Members.

BY-LAW 19 – FISCAL YEAR

19.1 The fiscal year of the Society shall terminate on a day in each year to be fixed by the Trustees and the financial statements of the Society's affairs for presentation to the Members at the Annual General Meeting shall be made up to that date.

BY-LAW 20 – BOOKS AND RECORDS

20.1 The Trustees shall ensure that all necessary books and records of the Society required by the By-laws of the Society or by any applicable statute or law are regularly and properly kept.

BY-LAW 21 – NOTICE

21.1 A notice, statement or report may be given or delivered by the Society to any Member or Trustee either by delivery to him or her personally or by sending it by mail to him or her to his or her address as recorded in the Register of Members. Where a notice, statement or report is sent by mail, service or delivery of the notice, statement or report shall be deemed to be effected by properly addressing, prepaying and mailing the notice, statement or report and to have been given on the day, Saturdays, Sundays and holidays excepted, following the date of mailing; provided however that in the event normal mail service shall be interrupted by strike, slowdown, force majeure or other cause then such notice shall only be given by delivery. A certificate signed by the Secretary or other officer of the Society or of any other corporation acting

in that behalf for the Society that the letter, envelope or wrapper containing the notice, statement or report was so addressed, prepaid and mailed shall be conclusive evidence thereof.

21.2 Notice of every general meeting shall be given in a manner hereinbefore authorized to every Member shown on the Register of Members on the day notice is given. No other person except the auditor of the Society and the Trustees of the Society shall be entitled to receive notices of any such meeting.

BY-LAW 22 – TRANSITIONAL EFFECT

22.1 These By-laws shall be effective upon the date of acceptance by the Registrar of Companies as being in compliance with the Act and upon acceptance shall supersede all previous By-laws of the Society.

BY-LAW 23 – AMENDMENT TO BY-LAWS

23.1 These By-laws may be rescinded, altered or amended at any time by a special resolution of the Members.

BY-LAW 24 – PROVISIONS TRANSFERRED FROM CONSTITUTION UPON TRANSITION UNDER THE *SOCIETIES ACT*

24.1 **Operation.** The operation of the Society is to be carried on within the Province of British Columbia. This provision is alterable by special resolution.

24.2 **Previously Unalterable Provision under the Society Act.** On winding up or dissolution, any surplus funds of the Society shall be used for charitable or educational purposes

or used for making grants or donations for such charitable or educational purposes as Members may determine by ordinary resolution. Such provision referring to winding-up is unalterable.

BY-LAW 25 – EFFECTIVE DATE

25.1 The Amended and Restated By-Laws shall come into force with effect as of the date the bylaw alteration application is filed with the Registrar of Companies in accordance with the terms of the Act.