

**SOCIETY ACT
PROVINCE OF BRITISH COLUMBIA**

BRITISH COLUMBIA FREESTYLE SKI ASSOCIATION

**Application for Registration on July 22, 1993
Approved by Registrar of Companies on October 27, 1993
Victoria, British Columbia**

**Amendment approved at AGM on November 19, 2001
Amendment approved at AGM on June 21, 2008
Amended and Restated at AGM on June 27, 2009**

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**Society Act
Province of British Columbia**

Constitution

(Amended and Restated on June 27, 2009)

1. The name of the Society is “British Columbia Freestyle Ski Association” (hereinafter called “the Society”).
2. The purposes of the society are:
 - (a) To promote, foster and develop freestyle skiing disciplines and events while continuing to support the goals of the Canadian Freestyle Ski Association (commonly known as the CFSA).
 - (b) To conduct regular freestyle skiing competitions for its members.
 - (c) To provide the necessary coaching to improve the freestyle skiing skills and ability of its members.
 - (d) To train and develop individuals as instructors, coaches, judges, officials and technical delegates.
 - (e) To provide information, guidance and assistance to its members with respect to freestyle skiing generally.
 - (f) To raise funds through subscriptions, membership donations, social functions, gifts, bequests or any other means for carrying out the said objects.
 - (g) To buy, lease, hold and build, develop or improve any land and buildings necessary for the carrying out of the said objects.
 - (h) To encourage the general public to support development programs organized by the society.
3. The Society is a non-profit organization. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objects. This clause is unalterable.
4. The Society is a non-political and non-religious organization. This clause is unalterable.

5. The operations of the Society are to be carried on in the Province of British Columbia. This clause is unalterable.
6. Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations in British Columbia having a similar charitable purpose. This provision shall be unalterable.

Bylaws

(Amended and Restated on June 27, 2009)

Part 1 — Interpretation

- 1.01 In these Bylaws, unless the context otherwise requires:
- (a) "Directors" means the Directors and Officers of the Society for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "Registered address" of a Member means the address and email address as recorded in the Register of Members;
 - (d) Words importing the singular include the plural, and *vice versa*;
 - (e) Words importing a male person include a female person, and *vice versa*, and a corporation;
 - (f) "Mail" shall refer to either, or both, delivered and electronic mail.
- 1.02 The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.

Part 2 — Membership

2.01 MEMBERS

The members of the Society are the subscribers of the Constitution of the Canadian Freestyle Ski Association and the By-Laws herein, and shall include every person or club who agrees to become a member. Only members of the Society shall be entitled to participate in the Society's programs and activities.

2.02 MEMBERSHIP

Membership in the Society shall consist of the following:

(a) Club

A member club shall be a club having individual membership of not less than 10 persons. Such club shall have paid its annual membership fees to the Society.

(b) Individual

- (i) Honorary: Any person may be elected an Honorary Member of the Society by the unanimous decision of the Board of the Directors by reason of his outstanding service to the member club(s), or by contribution to the aims and objects of

the Society for a period decided by the Board, up to the lifetime of the member;

- (i) Associate: Any person, firm or corporation who or which has paid the association annual membership fee for the current year to the Society.
- (ii) General: Any person who shall be a properly qualified member of a member Club and shall have paid his annual membership fee to the Society.

2.03 ANNUAL FEES

Each member, club or individual, of the Society shall pay annual fees in such amounts determined by the Board of Directors. From time to time the Board will determine the new fee structure to be ratified by the members present at the Annual General Meeting. Such fees shall be paid between June 1st of the current year and May 31st of the ensuing year.

2.04 MEMBER IN GOOD STANDING

All Members are in good standing provided that the Member:

- has not ceased to be a Member;
- has not been suspended or expelled from membership, or had membership restrictions or sanctions imposed;
- has complied with the Constitution, Bylaws, policies and rules of the Society;
- is not subject to a disciplinary investigation or action by the Society or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- had paid all required membership dues; and
- had paid all outstanding fees.

Members who cease to be in good standing are not eligible to participate in any of the sanctioned activities of the Society until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

2.05 CESSATION

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

- (i) by delivering his resignation in writing to the Society, either by mail, fax or by electronic transmission to the Society;
- (ii) on his death or in the case of a club or a corporation, on dissolution;
- (iii) on being expelled as provided in Section 2.06 below; or

- (iv) on having been a member not in good standing for 12 consecutive months.

2.06 EXPULSION OR SUSPENSION OF MEMBERS

The Directors shall have the power, by a vote of at least 75% of the Board present, to expel or suspend and to bar from any or all activities of the Society any members, whose conduct shall have been determined to be improper, unbecoming, or likely to endanger the interest or reputation of the Society, or who willfully commits a breach of the Constitution or By-Laws or the policies and procedures relating to code of conducts and disciplines of the Members currently in force of the Society. No member shall be expelled or suspended without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Directors at a meeting called for that purpose. Such expulsion or suspension shall be reviewed and confirmed or rejected, as the case may be, by a majority vote at the next General or Extraordinary Meeting.

2.07 FORFEITURE OF MEMBERSHIP RIGHTS

Any member who resigns, withdraws, or is expelled from the Society, shall forthwith forfeit all rights, claim and interest arising from or associated with membership in the Society but he or his estate shall continue to be liable for any liabilities and obligations to the Society undertaken or incurred while still a member of good standing.

2.08 LIABILITY FOR PAYMENT BY MEMBERS

In case of termination of membership for any reason whatsoever, a member shall remain liable for payment of any assessment, or other sum levied or which becomes payable by him or her to the Society.

Part 3 — Meetings of Members

3.01 ANNUAL GENERAL MEETINGS

A General Meeting of the Society shall be held once in every calendar year at such time and place as may be determined by the Board of Directors. Such General Meetings shall be called Annual General Meetings.

3.02 EXTRAORDINARY GENERAL MEETINGS

Upon written request of 10% of the Members in good standing, the President may call an Extraordinary General Meeting.

3.03 NOTICE OF GENERAL OR EXTRAORDINARY GENERAL MEETINGS

An Extraordinary General Meeting called for the passing of a special resolution shall be called by giving twenty-one (21) days notice to its Members in writing at the least.

Any other General Meetings of the Society shall be called by giving fourteen (14) days notice to its Members in writing at the least.

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in the Bylaws, be deemed to have been duly called if so agreed by all the Members entitled to attend and vote at such meetings.

Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.04 AGENDA

The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Approval of the Agenda
- d) Declaration of any Conflicts of Interest
- e) Adoption of Minutes of the previous Annual Meeting
- f) Board, Committee, Officials and Staff Reports
- g) Financial Statements Report by Treasurer
- h) Appointment of Auditors
- i) New business or any other business as specified in the meeting notice
- j) Election of new Directors
- k) Adjournment

3.05 NEW BUSINESS

Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the Chair or designate.

Part 4 — Proceedings at General Meetings

4.01 QUORUM

Delegates of member clubs representing at least twenty-five percent (25%) of the clubs in good standing and who are present in person shall constitute a quorum at any General or Extraordinary General Meeting of the Society but never less than three (3) Members.

If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of

members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.02 CHAIRMAN

The President, or in his absence, the Vice President of the Society shall preside as Chairman at every General or Extraordinary General Meeting. But if at any meeting, such Officer is not present within fifteen (15) minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose a Director, or if no Director is present, or if all Directors decline to take the Chair, the members shall appoint one of themselves to be the Chairman of the meeting.

4.03 ADJOURNMENT OF MEETINGS

The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

4.04 VOTES OF MEMBERS

All members in good standing shall be entitled to attend any annual or extraordinary general meetings of the Society.

For the purposes of voting as a member in good standing at the Annual General Meeting and Extraordinary General Meetings only, membership for the previous membership year will remain in effect until September 30 of that year.

The voting rights of all individual members in good standing (Honorary, Associate or General including B C Team members) shall be represented by proxy either to the Member Club shown on the membership registration records of the Society or by a written proxy indicating their choice of the Member Club submitted to the Society seven (7) days before the Annual or Extraordinary General Meetings.

Member Clubs shall be entitled to vote either by a representative or representatives or by proxy, or as proxy for another member club at any general meeting in accordance with the following formula:

Number of members per Member Club	Number of Votes
10 members and under	1 vote
11 to 30 members	2 votes
31 to 50 members	3 votes
51 to 70 members	4 votes
71 to 90 members	5 votes
91 to 110 members	6 votes
111 to 130 members	7 votes
131 to 150 members	8 votes
151 to 170 members	9 votes
171 to 199 members	10 votes
200 and over	10 votes plus 1 vote for each additional 50 members

A proxy has to be a voting member of the Society. No one delegate or delegates representing the same club or clubs may carry more than 20% of the total votes representing at the meeting. In the event that a delegate or delegates from one club carry too many votes, his or their voting power shall be reduced to 20% of the total votes.

4.05 DECISION BY VOTES

At any General Meeting, a resolution proposed at a meeting need not be seconded, and the Chairman of a meeting may move or propose a resolution by putting to the vote of the meeting which shall be decided on a show of hands; unless a poll is demanded by the Chairman of the meeting or by at least three (3) voting members. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive proof of the number or proportion of the votes recorded in favor of or against such resolution.

4.06 CASTING VOTE

In the case of a tie vote at any General or Extraordinary meetings, whether upon a show of hands or at a poll, the Chairman shall have a casting or second vote in addition to the vote to which he or she may be entitled as a member.

Part 5 — Directors and Officers

5.01 BOARD OF DIRECTORS

The management and control of the Society's affairs and business shall be vested in the Board of Directors which consists of no less than seven (7) members and no more than eleven (11) members.

The Officers of the Society shall be the President, Vice-President, Secretary, Treasurer and Registrar. These Officers are Directors of the Society with the exception of the Registrar who may or may not be a Director.

In addition to these Officers, the following shall be the members of the Board:

- (a) The immediate Past-President of the Society. If the Past-President is not a Member, or concludes Membership with the Society, or holds another elected position on the Board, this position shall remain vacant.
- (b) Four (4) Zone Representatives: Coast, Okanagan, Northern and Kootenay Zones. If the specific Zone does not have representation, it will be opened to other Zones.
- (c) Two (2) Directors at Large: Either two (2) professionals or one (1) professional and one (1) athlete.

5.02 QUALIFICATION OF DIRECTORS

A Director must be a member in good standing of the Society, be not less than eighteen (18). In the case of an athlete director, he shall be an active or former athlete and elected annually by those Members who are or have been on the National or B C Team.

A Director ceases to be a Director:

- (a) resigns his office by mailing or delivering a written resignation to the President;
- (b) dies;
- (c) becomes of unsound mind;
- (d) becomes bankrupt;
- (e) ceases to be a member of a member club of the Society;
- (f) is expelled from the Society.

5.03 ELECTION OF DIRECTORS

At every Annual General Meeting, the members shall elect the required number of Directors to fill the offices of those Directors whose terms then expire. One-half of the Board of Directors shall retire from office.

5.04 DIRECTOR'S TERM OF SERVICE

Each Director's term of service is for a period of two (2) years. A Director whose term of office has expired shall be eligible for re-election.

5.05 REMOVAL OF DIRECTOR BY MEMBERS

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.

5.06 POWERS OF DIRECTORS

The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not hereby or by statute or otherwise lawfully directed or required to be exercised or done by the Society in the General Meeting, but subject, nevertheless to all laws affecting the Society, these by-laws and rules, not being inconsistent with these by-laws, that are made from time to time by the Society in a General Meeting. But no rule, made by the Society in the General Meeting, shall invalidate any prior act of the Directors that would have been valid if that rule had not been made.

5.07 REMUNERATION AND REIMBURSEMENT OF THE EXPENSES

No Director shall be remunerated for being or acting as a Director but Directors may be repaid such reasonable expenses as they may incur in and about the business of the Society. If any Director shall perform any professional or other service for the Society that in the opinion of the Directors are outside the ordinary duties of a Director or shall otherwise be specifically occupied in or about the Society's business, he may be paid a remuneration to be determined by the Board, or, at the option of such Director, by the Society in the General Meeting, and such remuneration may be either in addition to, or in substitution for, any other remuneration that he may be entitled to receive, and the same shall be charged as part of the ordinary working expenses of the Society.

5.08 DISCLOSURE OF INTERESTS

A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract or transaction with the Society shall declare the nature and extent of his or her interest at a meeting of the Directors in accordance with the provisions of the Society Act. Such Director shall not vote in respect of any such contract or transaction with the Society and if he shall do so, his vote shall not be counted, but he may be counted in quorum present at the meeting at which such vote is taken.

5.09 DIRECTOR'S INDEMNITY

Subject to the Society Act, every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every such Director and his heirs, executors, and administrators respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

5.10 BORROWING POWERS

The Directors may from time to time, with the sanction of a Special Resolution, borrow or raise money for the purposes of the Society, and may secure the repayment of such money in such manner and upon such terms and conditions in all respects as they may think fit and without limiting the generality of the foregoing, in particular by the issue of bonds, perpetual or redeemable debentures or debenture stocks, or any mortgage or other form of security, charging with the same the whole or any part of the property of the Society, both present and future.

Part 6 — Proceedings of Directors

6.01 MEETING OF DIRECTORS

The Directors may meet together by way of physical presence at meetings or by way of telephone or video conferences for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three (3) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of a tie vote, the President shall have a second or casting vote, providing that there are more than two (2) Directors present competent to vote but not otherwise.

6.02 CHAIRMAN OF DIRECTORS' MEETING

The President, or in his absence, the Vice President of the Society shall preside as the Chairman at every Board of Directors' meeting. But if at any meeting, such Officer is not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present shall appoint one of themselves to be the Chairman of that meeting.

6.03 DELEGATION OF DUTIES

The Directors may delegate any but not all of their powers to committees consisting of such Directors or members of the Society as they think fit. Any such committee so formed shall at least include one (1) Director and shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.

6.04 COMMITTEE CHAIRMAN

The chairman of a committee formed under Bylaw No. 6.03 shall be appointed by the Director. But if at any committee meeting, the appointed chairman is not present within fifteen (15) minutes after the time appointed for holding the same, the committee members present shall appoint one of themselves to be the Chairman of that meeting.

6.05 COMMITTEE MEETINGS

A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of a tie vote, the unresolved business shall be referred to the Board of Directors.

6.06 APPOINTMENT OF DIRECTORS

The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in their number. A Director so appointed shall only hold office until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.

If a Director resigns his office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director.

6.07 DEFECTS IN APPOINTMENT

All acts done by any meeting of the Directors, a committee of Directors or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, 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 be a Director.

6.08 BALLOT

All votes at any such meeting of the Directors shall be taken by ballot if so demanded by any Directors present, but if no demand is made, the votes shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the

number or proportion of the votes recorded in favor or against such resolution.

6.09 RESOLUTION

A resolution in writing, signed by all Directors, or by way of written consent via electronic mail, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

Part 7 — Duties of Officers

7.01 DUTIES OF OFFICERS

(a) President

The President shall:

- (i) preside at all meetings of the Society with the exception of committee meetings;
- (ii) preside at all meetings of the Board of Directors;
- (iii) Attest the minutes of all meetings; and
- (iv) Perform all duties as are inherent in the office of a President.

(b) Vice President

The Vice President shall, in the absence of the President, or at the President's request, have the power to perform all the duties of the President.

(c) Secretary

The Secretary shall perform the following duties either by himself or by delegation to any salaried or contracted employee(s) under his supervision:

- (i) Conduct the correspondence of the Society;
- (ii) Issue Notices of meetings of the Society and the Board of Directors;
- (iii) Take and keep minutes of all meetings of the Society and the Board of Directors;
- (iv) Provide copies of minutes of meetings of the Board of Directors within ten (10) days of such meetings to all Directors;
- (v) Provide copies of minutes of general meetings within ten (10) days of such meetings to all members;
- (vi) Have custody of all records and documents of the Society except those required to be kept by the Treasurer.

(d) Treasurer

The Treasurer shall perform the following duties either by himself or by delegation to any salaried or contracted employee(s) under his supervision:

- (i) Serve as custodian of all monies and any financial document of the Society;
- (ii) Act as chief collector and disbursing Officer;
- (iii) Report to the Board of Directors on the financial position of the Society at each meeting;
- (iv) Report on the financial position of the Society at all general meetings and provide copies of financial statements to all members at least fourteen (14) days prior to an Annual General Meeting;
- (v) Arrange for the safekeeping of all funds of the Society in such manner as designated by the Board of Directors; and
- (vi) Prepare budgets and keep such financial records, including books of accounts, as are necessary to comply with the Society Act.

(e) Registrar

The Registrar, who may or may not be a Director, shall perform the following duties:

- (i) Administer the online membership registration system and maintain the accuracy of the membership information.
- (ii) Act as a liaison officer of the Society on matters pertaining to membership fee structure, licenses and registration procedures in partnership with Canadian Freestyle Ski Association and make recommendations to them as he sees fit;
- (iii) Provide assistance to member clubs and individuals on questions relating to membership registration; and
- (iv) Report and provide information on the membership status of the Society at all general meetings.

Part 8 — Head Office, Accounts and Signing Authority

8.01 HEAD OFFICE

The head office of the Society shall be in the Province of British Columbia and at such place therein as the Directors may from time to time determine.

8.02 ACCOUNTS

The Directors shall cause proper accounts to be kept which shall give a true and fair view of the state of the Society's affairs and explain its transactions. The financial year shall run from May 1 to April 30 or any other period as the Directors see fit.

8.03 SIGNING AUTHORITY

The Directors shall name at least three (3) signing officers, two (2) of whom will be the Treasurer and the President. The financial management policy with respect to banking and book-keeping shall be implemented and reviewed at least once a year at the first Board of Directors' meeting after each Annual General Meeting. The Board of Directors shall also determine the signing authorities for the execution of contracts and other legal documents from time to time whenever appropriate.

8.04 LOCATION AND INSPECTION OF BOOKS OF ACCOUNTS

The books of account shall be kept at such place in British Columbia as the Directors think fit, and shall always be opened to the inspection of the Directors. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the books of account of the Society, or any of them, shall be open to the inspection of members. No member (not being a Director) shall have any rights of inspecting any account or document of the Society, except as conferred by the Society Act or authorized by the Directors or by a resolution of the Society in General Meeting.

Part 9 — Auditor

9.01 AUDITOR

At each Annual General Meeting, an Auditor shall be appointed, and once at least in every year the accounts of the Society shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by the Auditor, and the provisions of the Society Act and modification or re-enactment thereof for the time being in force in regard to audit and auditors shall be observed.

9.02 REMOVAL OF AUDITOR

The Auditor may be removed by ordinary resolution at a General Meeting.

9.03 RESIGNATION OF AUDITOR

The Auditor may resign by written notice to the Society Secretary.

9.04 VACANCY

The Board of Directors may appoint an Auditor to fill a vacancy until the next Annual General Meeting.

9.05 QUALIFICATION

- a. An Auditor of the Society shall be a member of the Institute of Chartered Accountants or the Association of Certified General Accountants in good standing.
- b. No Director of the Society may be appointed as the Auditor.

9.06 REMUNERATION

The remuneration of the Auditor shall be determined by the Board of Directors.

9.07 RIGHTS AND DUTIES OF THE AUDITOR

- (a) The Auditor may attend Annual and Extraordinary General Meetings and is entitled to receive every notice sent to members.
- (b) The Auditor shall have the right to access at all times to all records, documents and books of account of the Society, and is entitled to require from the Board of Directors such information and explanation as may be necessary for the proper performance of his duties.
- (c) The Auditor shall report to the Board of Directors and the Society on the account examined and on every financial statement.

Part 10 — Notices

10.01 NOTICE

A notice may be given to a member either personally or faxed or by mail at his or her Registered Address, as the same appears in the books of the Society. A Notice or other document so sent by post is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. Notice sent by electronic mail to the member shall also constitute a valid notice.

Notice of a general meeting must be given to every member shown on the register of members on the day notice is given and the Auditor, if applicable.

For the purpose of sending any Notice, the Registered Address of any voting member, shall be his last mail address and email address as recorded on the books of the Society.

10.02 WAIVER OF NOTICE

Any voting member may, by notice in writing, waive any Notice required to be given to him or her under the Bylaws of the Society.

Part 11 — Dissolution and Wind-up

11.01 DISSOLUTION AND WIND-UP

In the event of the winding-up or dissolution of the Society, the assets of the Society will be used to pay the debts of the Society and any remaining assets after payment of all costs, charges and expenses which are properly incurred in the winding-up, will be paid, transferred or delivered to such charitable institution(s) in British Columbia selected and approved by an ordinary resolution of the members.

Part 12 — Amendment to Bylaws

12.01 AMENDMENT TO BYLAWS

The Bylaws of the Society may not be amended except by a Special Resolution of the Society in General Meeting and as provided for in the Society Act and any amendments thereto.

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