

Vancouver Skateboard Coalition Society

Bylaws of Vancouver Skateboard Coalition Society (the "Society")

  
CAROL PREST

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;

**"Age of Majority"** with respect to a particular individual means the greater of:

- a) the age of majority under the laws of the jurisdiction in which the particular individual ordinarily resides; and
- b) 19 years of age;

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

**"Board Resolution"** means an act, decision, or otherwise any exercise of discretion and power of the Board made in accordance with PART 5;

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

**"Incapacitated"** means, with respect to any individual, the condition that will be deemed to exist where either:

- a) such individual has been declared by a court of competent jurisdiction to be mentally incompetent and such declaration has not, at the relevant time, been revoked; or
- b) such individual's physician is of the opinion that, at the relevant time, such individual's ability to handle his or her own legal and financial affairs is significantly impaired by reason of accident, illness, disability or incapacity or otherwise, and such impairment is likely to continue;

**"individual"** means a natural person, a human being;

**"ordinary resolution"** means either of the following:

- a) a resolution passed at a general meeting or monthly general meeting by a simple majority of the votes cast by the voting members entitled to vote in person at such meeting; or
- b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;

“special resolution” means either of the following:

- a) a resolution passed at a general meeting or monthly general meeting by at least 2/3 of the votes cast by the voting members entitled to vote in person at such meeting; or
- b) a resolution consented to in writing by all of the voting members.

### **Definitions in Act apply**

1.2 The definitions in the Act apply to these Bylaws.

### **Interpretation**

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

### **Conflict with Act or regulations**

1.4 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **PART 2 - MEMBERS**

### **Class of Members**

2.1 The Society shall have only one class of membership which shall be referred to as voting members.

### **Applicants for Incorporation**

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

### **Application for membership**

2.3 An individual may apply to the Board for membership in the Society by submitting a written application for membership to the Society. An application for membership shall be in the form established by the Board and must contain the following information together with any other information as may be requested by the Board from time to time:

- a) the applicant’s personal information, including the applicant’s full legal name; and

- b) the applicant's contact information for receiving records of notice from the Society, including, without limiting the generality of the foregoing, notices of general meetings, resolutions of the members to be consented to in writing, membership renewals and notices of default by a member.

### **Admission for membership**

- 2.4 All applications for membership shall be reviewed and considered by the Board. The decision to admit a person as a member shall be by Board Resolution. For clarity, only an individual may apply for and be accepted for membership in the Society. A corporation, partnership, trust, association or any other corporate entity shall not be permitted as a member in the Society.
- 2.5 Notwithstanding anything to the contrary, an individual shall not be admitted as a voting member if the individual is:
  - a) Incapacitated; or
  - b) under the Age of Majority.

### **Rights of Members**

- 2.6 Members shall be entitled to one (1) vote in the Society and have full rights of membership.

### **Duties of members**

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

### **Amount of membership dues**

- 2.8 The Board shall determine the annual membership dues payable (if any) or any other contributions required for membership and if no such dues or contributions are specified then no dues or contributions shall be payable.

### **Member not in good standing**

- 2.9 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**

- 2.10 A voting member who is not in good standing:
  - a) may not vote at a general or monthly 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**

**2.11** The membership of a member is terminated when:

- a) the member delivers his or her resignation in writing to the secretary of the Society or by e-mailing, mailing or delivering it to the address of the Society;
- b) on his or her death;
- c) on being expelled pursuant to Bylaw 2.15;
- d) on becoming Incapacitated; or
- e) on having been a member not in good standing for six (6) consecutive months.

### **Resignation of Member**

**2.12** A member of the Society who wishes to resign as a member must deliver a written resignation to the Society or send a written resignation to the Society and in either event such a written resignation must be signed or otherwise demonstrate that it has come from such member and indicate the date of such resignation.

**2.13** Notwithstanding Bylaw 2.12, the resignation of a member takes effect on the date that the written resignation is received by the Society in accordance with section 31 of the Act.

### **Membership Not Transferable**

**2.14** A membership is not transferable.

### **Discipline or Expulsion of Member**

**2.15** A member may be disciplined or expelled by a Board Resolution.

### **Notice for Proposed Discipline or Expulsion**

**2.16** The notice for proposed discipline or expulsion must be accompanied by a brief statement of the reasons for the proposed discipline or expulsion.

### **Opportunity to be Heard**

**2.17** The member who is the subject of the proposed discipline or expulsion must be given an opportunity to be heard before the resolution is put to a vote by the directors.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Annual General Meeting**

- 3.1** The Board must call annual general meetings so that an annual general meeting is held in each calendar year.
- 3.2** The annual general meeting must be held at the time and place the Board determines.

### **Monthly General Meetings**

- 3.3** Subject to the requirements for calling and holding annual general meetings set out in the Act and the foregoing Bylaws, the Board may at any time call a monthly general meeting to be held at the time and location determined by the Board.

### **Notice of General Meeting**

- 3.4** Written notice of the date, time and location of a general or monthly meeting must be sent to every voting member of the Society, and the Society's auditor (if any) at least 14 days before the meeting and not more than 60 days before the meeting.
- 3.5** The accidental omission to send notice of a general or monthly meeting to a voting member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

### **Notice of Special Resolutions**

- 3.6** Notice of a general or monthly meeting must include the text of any special resolution to be submitted to the meeting.

### **Ordinary business at general meeting**

- 3.7** At a general or monthly meeting, the following business is ordinary business:
- a) elect an individual to chair the meeting, if necessary;
  - b) determine that there is a quorum;
  - c) adoption of rules of order, if any;
  - d) approve the agenda;
  - e) approve the minutes from the last general meeting;
  - f) deal with unfinished business from the last general meeting;
  - g) receive any reports of directors' activities and decisions since the previous general meeting;
  - h) business arising out of a report of the directors not requiring the passing of a special resolution;

- i) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- j) terminate or adjourn the meeting; and
- k) if the meeting is an annual general meeting, the following business must occur in addition to the foregoing:
  - i. receive the financial statements of the Society;
  - ii. 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;
  - iii. elect directors; and
  - iv. appoint an auditor, if required.

### **Notice of special business**

- 3.8** A notice of a general or monthly 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**

- 3.9** The following individual is entitled to preside as the chair of a general or monthly 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**

- 3.10** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general or monthly 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**

- 3.11** 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 or monthly meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

**3.12** The quorum for the transaction of business at a general or monthly meeting is three (3) voting members or 10% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

**3.13** If, within 30 minutes from the time set for holding a general or monthly 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**

**3.14** If, at any time during a general or monthly 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**

**3.15** The chair of a general or monthly 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**

**3.16** It is not necessary to give notice of a continuation of an adjourned general or monthly meeting or of the business to be transacted at a continuation of an adjourned general or monthly 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.

### **Methods of voting**

**3.17** At a general or monthly meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before such a vote, three (3) 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.

For greater certainty, indirect or delegate voting or voting by mail or another means of communication, including fax or electronic mail (other than a resolution of the members consented to in writing), is not permitted.

### **Announcement of result**

**3.18** The chair of a general or monthly meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.19** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.20** A matter to be decided at a general or monthly 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.

### **Tie vote**

**3.21** In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

### **Participation at general meetings**

**3.22** Members may only participate in and vote at a general or monthly meeting in person. The participation in a meeting by telephone or other communications medium is not permitted.

## **PART 4 – DIRECTORS**

### **Management of Property and Affairs**

**4.1** The Board shall manage, or supervise the management of, the activities and the internal affairs of the Society.

### **Powers of directors**

**4.2** The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise



lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:

- a) all laws affecting the Society
- b) these Bylaws, and
- c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.

#### **Prior acts**

- 4.3** No rule, made by the Society in general or monthly meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

#### **Number of directors on Board**

- 4.4** The Society must have that number of directors, being no less than five (5), as may be determined by Board Resolution from time to time. The Society may, from time to time, by Board Resolution set the maximum number of directors or change the maximum number of directors.

#### **Election or appointment of directors**

- 4.5** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect the director seats on the Board that are up for election. The voting members may elect or re-elect, as the case may be, by ordinary resolution, any number of directors provided always that the number of directors does not fall below the minimum number of directors required under Bylaw 4.4, as the case may be.

#### **Director Must Consent**

- 4.6** The election or appointment of an individual as a director is not valid unless:
- a) the individual consents in writing to be a director of the Society; or
  - b) the election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.

#### **Directors may fill casual vacancy on Board**

- 4.7** 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**

- 4.8** 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 the individual whose departure from office created the vacancy.

### **Term of office of directors**

- 4.9** In order to establish staggered terms, the first directors of the Society shall be divided as equally as possible into two (2) groups:

- a) group 1 shall serve an initial term of one (1) year; and
- b) group 2 shall serve an initial term of two (2) years

Thereafter, newly elected directors shall each serve for a two-year term.

### **When Director Ceases to be a Director**

- 4.10** A director of the Society ceases to be a director of the Society when any of the following events occur:

- a) the director's term of office expires;
- b) the director becomes Incapacitated;
- c) the director ceases to be qualified to act as a director in accordance with section 44 of the Act;
- d) the director dies;
- e) the director resigns in accordance with Bylaw 4.11;
- f) the director is removed from office in accordance with section 50(1) of the Act.

- 4.11** A resignation of a director takes effect on the later of:

- a) the date that the written resignation is received by the Society in accordance with section 31 of the Act; and
- b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event:
  - i. if a date is specified, the beginning of the day on the specified date;
  - ii. if a date and time are specified, the date and time specified; or
  - iii. if an event is specified, the occurrence of the event.

### **Director Continues if no Successor Elected or Appointed**

- 4.12** Notwithstanding anything in these Bylaws to the contrary, if no individual is elected or appointed to fill a vacancy in the directors as a consequence of Bylaw 4.10(a) or 4.11(e) and the result is that the number of directors would fall below the minimum number of

directors required under the Societies Act, the individual who would otherwise cease to act as a director continues to hold office until such time as an individual is elected or appointed to fill such vacancy provided such individual is willing to continue to act as a director.

## **PART 5 – DIRECTORS’ MEETINGS**

### **Meetings of the Board**

**5.1** If there is more than one director, the president, or any two directors, is entitled to call a meeting of the Board to be held at the time and place determined by such directors, provided that notice of such meeting shall be sent in the manner provided in Bylaw 5.3 to each director. No formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the other directors. If so approved by the Board, a meeting of the Board may also be held, or any director may participate in any meeting in which he or she is entitled to participate, by telephone or other electronic means so long as all the directors participating in the meeting are able to communicate with each other. All such directors so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing rules, shall be entitled to vote by voice or written vote recorded by the recording secretary of such meeting.

### **Quorum for Meetings of the Board**

**5.2** A quorum at any meeting of the directors shall be a majority of the directors then in office.

### **Notice of Board Meeting**

**5.3** Written notice of the date, time and location of a Board meeting must be sent to every director at least 7 days before the meeting and not more than 60 days before the meeting.

### **Proceedings valid despite omission to give notice**

**5.4** 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**

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

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### Directors attendance

5.6 A director must attend at least 50% of the directors' meetings in a calendar year.

### Decision-Making of the Board

5.7 All decisions required to be made by the Board shall be made as follows (each of these referred to as a "**Board Resolution**"):

- a) a resolution passed by a majority of the directors in attendance at a meeting of the Board when a quorum is present;
- b) a resolution, after being sent to all of the directors, consented to in writing, by at least 2/3 of the directors (a "**consent resolution**"); or
- c) any other instrument in writing signed and dated by all of the directors.

Any such resolution recorded in minutes of a meeting of the Board or consent resolution or instrument in writing, as the case may be, will, for all purposes of the Act and these Bylaws, be deemed to be the decision, act, or exercise of power of the Board made on the date indicated on such minutes, consent resolution, or instrument in writing.

## PART 6 – BOARD POSITIONS

### Election or Appointment to Board Positions

- 6.1 At the first meeting of the Board after an annual general meeting, the Board may elect officers of the Society. The office positions shall consist of a president, vice president, treasurer, secretary and such other positions as the Board shall decide.
- 6.2 Each officer shall have the duties, responsibilities, authority and obligations set out for such position as shall be determined by the Board.
- 6.3 Subject to Bylaw 6.4, the term of each office position shall be determined by the Board.
- 6.4 A director who is an officer ceases to be an officer, when any of the following events occur:
- a) the term of such person expires in accordance with Bylaw 6.3;
  - b) the person ceases to be a director in accordance with Bylaw 4.8;
  - c) the person is removed as an officer by the Board by way of a Board Resolution;
  - or
  - d) the person resigns from the position of office.

**6.5** The resignation of a member as an officer in accordance with Bylaw 6.4(d) takes effect on the later of:

- a) the date that the written resignation is received by the Society in accordance with section 31 of the Act; and
- b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event:
  - i. if a date specified, the beginning of the day on the specified date;
  - ii. if a date and time are specified, the date and time specified; or
  - iii. if an event is specified, the occurrence of the event.

### **Directors at Large**

**6.6** If a director is not at the relevant time an officer, then such director shall be known as a “director at large”.

### **Role of president**

**6.7** 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**

**6.8** 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**

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

- a) issuing notices of general and monthly meetings and directors’ meetings;
- b) taking minutes of general and monthly 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.

### **Role of treasurer**

**6.10** 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 - CONFLICTS OF INTEREST**

### **Disclosable Interests**

- 7.1** This Part applies to a director of the Society who has a direct or indirect material interest in:
- a) a contract or transaction, or proposed contract or transaction, of the Society; or
  - b) a matter that is or is to be the subject of consideration by the Board, if such interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Society.

### **Director with Disclosable Interest may not Vote**

- 7.2** A director to whom this Part applies must disclose such interest to the other directors pursuant to sections 56(2) and 56(3) of the Act and, subject to Bylaw 7.4, is not entitled to participate in any discussion or vote on or otherwise consent to a Board Resolution in respect of such contract, transaction, or matter.
- 7.3** If this Part applies to one or more, but not all, of the directors of the Society with respect to a particular contract, transaction, or matter and the result is that at least one or more directors are entitled to vote on or otherwise consent to a Board Resolution, then those directors who are entitled to vote or consent, as the case may be, shall be deemed to be all of the directors for the purposes of calculating quorum or circulating a consent resolution, as the case may be.

### **Directors may Vote if all Directors have Disclosable Interest**

- 7.4** Notwithstanding the foregoing and pursuant to section 56(4) of the Act, if this Part applies to all directors of the Society with respect to a particular contract, transaction, or matter and all directors have disclosed their respective interests pursuant to section 56 of the Act, then any or all of the directors may participate in any discussion or vote on or otherwise consent to a Board Resolution in respect of such contract, transaction or matter.

### **Exceptions**

- 7.5** Notwithstanding Bylaw 7.1 and subject to the Act, this Part does not apply to a director of the Society in respect of a contract, transaction or matter that relates to any of the following:

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- a) reimbursement to the director by the Society of the director's expenses as described in Bylaw 8.2;
- b) indemnification of or payment to the director under Division 7 of the Act; and
- c) the purchase or maintenance of insurance, for the benefit of the director under Division 7 of the Act.

## **PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of Directors**

- 8.1** No director shall be entitled to receive remuneration for being a director, but the Society may, subject to the Act, pay a director for services provided by the director to the Society in another capacity.

### **Directors' Expenses**

- 8.2** A director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society provided that such expenses have been approved in advance by the president, or, if not approved in advance, approved after the fact by the Board.

### **Signing authority**

- 8.3** 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 9 — BORROWING**

### **Borrowing**

- 9.1** In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of

debentures, mortgages. Promissory notes, or other instruments as deemed prudent by the directors.

### **Debenture**

9.2 A debenture must not be issued without the authorization of a special resolution.

## **PART 10 – AUDITOR**

### **Application**

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

### **First auditor**

10.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

### **Appointment of auditor**

10.3 At each annual general meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

### **Removal of auditor**

10.4 An auditor may be removed by ordinary resolution.

### **Informed of appointment or removal**

10.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.

### **Director or employee must not be auditor**

10.6 A director or employee of the society must not be its auditor.

### **Attendance at general meetings**

10.7 The auditor may attend general meetings.



## **PART 11 – NOTICE TO MEMBERS**

### **Notice**

- 11.1** A notice may be given to a member, either personally, by mail to the member at the member's registered address that has been given to the Society, or by e-mail to the member's e-mail address that has been given to the Society.

### **Delivery**

- 11.2** A notice sent by mail 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.

## **PART 12 - BYLAWS**

### **Copy of constitution and bylaws**

- 12.1** On being admitted to membership, each member is entitled to, and the Society will, if requested, give the member without charge, a copy of the constitution and Bylaws of the Society.

### **Must not be altered**

- 12.2** These Bylaws must not be altered or added to except by special resolution.