


CAROL PREST

The Inside Edge Club 1981

Bylaws

PART 1 – DEFINITIONS

1.1 In these Bylaws:

- (a) **“Act”** means the *Societies Act* of British Columbia as amended from time to time;
- (b) **“Board”** means the Board of Trustees;
- (c) **“Bylaws”** means the bylaws of the Club as filed in the office of the Registrar;
- (d) **“Constitution”** means the constitution of the Club as filed in the office of the Registrar;
- (e) **“Club”** or **“Society”** means **THE INSIDE EDGE CLUB 1981**, a society registered under the Act;
- (f) **“Director”** means a member elected as a Trustee or President;
- (g) **“Function”** means any activity sponsored wholly or partially by the Club;
- (h) **“General Meeting”** means a meeting of the members;
- (i) **“Manager”** means a member elected or appointed in accordance with the Policy as a Manager;
- (j) **“Officer”** means a person serving on the Executive, and includes an Appointed Officer and an Elected Officer as defined in bylaws 3.3 and 3.4;
- (k) **“Policy”** means the guidelines, policies and procedures of the Club as determined from time to time by the Board;
- (l) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (m) **“Remuneration”** includes money and gratuities but not discounts on Functions or membership fees;
- (n) **“Trustee”** means a member elected by the members to the Board of Trustees;
- (o) **“in writing”** and **“written”** shall include electronic means to convey words in a legible type font;
- (p) **“unanimous resolution”** means
 - (i) a resolution passed at a general meeting of the Club by all of the votes cast by those members entitled to vote at such, or
 - (ii) a resolution that has been submitted to all of the members and consented to in writing by all of the members who would have been entitled to vote on it in person at a general meeting of the Club;
- (q) **“ordinary resolution”** means:
 - (i) a resolution passed at a general meeting of the Club by at least 1/2 of the votes cast by those members entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all of the members and consented to in writing by at least 2/3 of the members who would have been entitled to vote on it in person at a general meeting of the Club;
 - (iii) a resolution passed by mail, email, or other means of communication by least 2/3 of the votes cast by the members in accordance with these Bylaws and the Act;

(r) “**special resolution**” means:

- (i) a resolution passed at a general meeting by a majority of at least 2/3 of the votes cast by the voting members in accordance with these Bylaws and the Act; or
- (ii) a resolution that has been submitted to all members and consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Club;
- (iii) a resolution passed by mail, email, or other means of communication by a majority of at least 2/3 of the votes cast by the members in accordance with these Bylaws and the Act.

Conflict with Act or Regulations

1.2 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.

Definitions in Act Apply

1.3 The definitions in the Act apply to these Bylaws.

1.4 In these Bylaws, unless the context otherwise requires, words importing the singular shall include the plural and vice-versa, and words importing the masculine shall include the feminine and vice-versa.

PART 2 – MEMBERSHIP

Eligibility

2.1 The membership of the Club shall consist of regular members and associate members.

Membership at Transition

2.2 The persons who are members in good standing of the Club shall be the only members of the Club as at the date of adoption of these Bylaws.

Application

2.3 To be accepted as a regular member of the Club, a person must:

- (a) be a natural person,
- (b) have reached the age of majority,
- (c) have paid the prescribed fee within the Policy to join, and
- (d) be accepted by the Board in accordance with the Policy.

2.4 To be accepted as an associate member of the Club, a person must be accepted by the Board in accordance with the Policy.

Rights and Obligations

2.5 All members are obliged to abide by the Bylaws and Policy.

2.6 All regular members in good standing shall be:

- (a) entitled to attend all Functions; and
- (b) entitled to vote at all General Meetings or on written special resolutions or ordinary resolutions.

2.7 All associate members in good standing shall be:

- (a) entitled to attend all Functions; but
- (b) not entitled to attend or vote at all General Meetings, or vote on written special resolutions or ordinary resolutions.

Membership Fees and Dues

2.8 Membership fees and dues shall be established by the Executive in accordance with the Policy.

Withdrawal

- 2.9 Any member wishing to withdraw from membership in the Club may do so by notifying the Executive in writing. No portion of any prescribed fee or dues shall be refunded upon withdrawal. Any member who ceases to be a member of the Club forfeits all rights, claims, privileges or interest arising from membership in the Club.

Suspension, Discipline and Expulsion

- 2.10 A member may be suspended, disciplined or expelled from membership in the Club at a Board meeting called to hear all points relative to the proposed expulsion. If the member declines to withdraw from membership in the Club, they may be expelled by unanimous vote of the Board. Once expelled, a person is barred from all Functions. Any Membership Fee or dues of the expelled person may be refunded at the discretion of the Club. The expelled person, upon written application, shall have the right to appeal their expulsion to the membership at a General Meeting.
- 2.11 A member may not be expelled, suspended or otherwise disciplined until the Club has given the member reasonable written notice of the proposed expulsion, suspension or other disciplinary measures which shall set out the reasons therefore and until the member has been given an opportunity to be heard (either in person or in writing) by the Board before the proposed expulsion, suspension or other disciplinary measures are put to vote.

Discontinuance

- 2.12 A person shall cease to be a member of the Club:
- (a) upon their death;
 - (b) on being expelled; or
 - (c) on having been a member not in good standing for three (3) consecutive months.

Members in Good Standing

- 2.13 All regular members are in good standing except a member who has failed to pay their current membership dues or any other subscription or debt due and owing by them to the Club and they are not in good standing so long as the debt remains unpaid.

Reimbursement of Expenses

- 2.14 Members shall be entitled to reimbursement of reasonable expenditures paid on behalf of the Club.

Remuneration

- 2.15 No member shall be remunerated for performing a service to the Club unless approved by the Board.

Transfer

- 2.16 The membership of a person in the Society is not transferable.

PART 3 – EXECUTIVE

Executive

- 3.1 The Executive shall, subject to the Bylaws and Policy, be appointed to exercise the Board's authority to manage the activities and internal affairs of the Society as a whole. The Executive shall provide the Board with all budgets and any information requested by the Board. The budgets must be modified until approved by the Board. The Executive shall require approval from the Board regarding contracts of more than one year's duration or monetary commitments larger than permitted in the Policy.

Composition of the Executive

- 3.2 The persons holding the following offices shall be Officers:
President, Vice-President, Secretary, Treasurer, Lodge Manager, Sports Manager, two (2) representative Trustees and other managers as defined in the Policy (“Officers”).

3.3 The following Officers may be elected by the members and if not elected may be appointed by the Board: President, Vice-President, Lodge Manager, Sports Manager (“**Elected Officers**”).

3.4 The following Officers may be appointed by the Board in consultation with the Executive: Secretary, Treasurer, and any other managers as defined within the Policy (“**Appointed Officers**”).

Eligibility of Elected Officers

3.5 The person eligible to hold office as President must be a regular member in good standing and have completed one (1) full year as a member of the Executive.

Withdrawal or Expulsion of an Officer

3.6 Any Officer may resign by presenting a letter of resignation to the Secretary or to the President. Forthwith upon presentation of said letter of resignation, the resigning Officer shall present to the President or to the Secretary a written report of all business conducted up to the date of the former Officer’s resignation.

3.7 An Officer may be expelled from the Executive by unanimous vote of the Board.

3.8 An Appointed Officer may be expelled from the Executive by not less than a seventy-five percent (75%) vote of the Officers present at an Executive meeting.

3.9 In case of the resignation, death or expulsion of a person holding an office as an Appointed Officer, another member may be appointed as a replacement by a majority of the Officers present at an Executive meeting.

3.10 In case of the resignation, death or expulsion of a person holding an office as an Elected Officer, another member shall be appointed within forty-five (45) days as a replacement by the Board in consultation with the Executive.

Tenure

3.11 The term of office for an Officer shall be no more than one (1) year.

Executive Meetings

3.12 The President shall call a meeting of the Executive at least once every three (3) months or as often as the business and affairs of the Club require. Any two Officers may call a meeting of the Executive provided that they request the President, in writing, to call such a meeting, and that they shall state the business to be brought before the Meeting.

3.13 A quorum will be one-half (1/2) plus one (1) of the current Officers and no less than three (3) Officers. No business shall be conducted at an Executive meeting unless a quorum is present.

3.14 Robert's Rules of Order shall be the final authority for procedural questions raised at an Executive meeting.

3.15 Notice of all Executive meetings shall be given at least four (4) days in advance to all Officers.

3.16 Officers have the right to vote at all Executive meetings. If an Officer is unable to attend, they may appoint a member of their Committee to attend and vote on their behalf. However, in no case shall any Officer have more than one vote.

3.17 All Officers must be represented at the minimum number of meetings and may not miss more than two (2) consecutive meetings. Penalty for noncompliance may be expulsion.

Signing authority

3.18 Signing authority for Club business is vested in any Officer.

3.19 Bank signing authority shall be vested in the President, Treasurer, and another Officer appointed by the Executive. Signatures of two (2) of these Officers are required on all bank transactions.

Remuneration

3.20 No Officer shall be remunerated for being or acting as a member of the Executive, provided that an Officer may be reimbursed for reasonable expenses incurred in the performance of their duties.

Duties of the Officers

3.21 Duties of Officers shall be documented within the Policy.

Duties of the President

- 3.22 In addition to duties documented within the Policy, the President;
- (a) shall be an ex-officio member of all committees except the nominating committee and has the same rights as the other committee members but is not obligated to attend meetings of the committee and is not counted in determining quorum,
 - (b) shall be responsible for the co-ordination of the activities of all Officers, and
 - (i) shall guide the Executive in adhering to the Constitution, Bylaws, and Policy of the Club,
 - (ii) shall assist Officers in staffing their committees,
 - (iii) shall be responsible for authorizing the budget of any event in which an officer is in charge,
 - (c) shall chair all General and Executive meetings or shall delegate the chair to the Vice-President or another Officer,
 - (d) shall direct the preparation of an agenda for each Executive meeting,
 - (e) shall temporarily replace an Officer who is not able to fulfill their duties until a replacement can be appointed or elected, and
 - (f) shall guide the Executive in adhering to the Act, Constitution, Policy, and budgets.

Duties of the Vice-President

3.23 In addition to duties documented within the Policy, the Vice-President shall assist the President in their duties.

Duties of the Lodge Manager

3.24 In addition to duties documented within the Policy, the Lodge Manager shall be responsible for all committees relating to the Club lodge.

Duties of the Sports Manager

3.25 In addition to duties documented within the Policy, the Sports Manager shall be responsible for all committees relating to activities that are primarily in the nature of sporting.

PART 4 – BOARD OF TRUSTEES

Composition

4.1 The Board shall consist of the President and a minimum of three (3) Trustees and a maximum of six (6) Trustees. The Board shall elect one of the Trustees to be Chairperson of the Board.

Eligibility

4.2 Each Trustee must be a regular member in good standing and have had at least one (1) full year experience as an Officer or have had other Executive experience in accordance with the Policy.

Term of Office

- 4.3 Each Trustee shall hold office for a term of no more than two (2) years. At an Annual General Meeting, no more than three (3) Trustees may be elected for a two (2) year term; any additional Trustee positions at a General Meeting to fill vacancies may be for no more than a one (1) year term or until the conclusion of the month of the next Annual General Meeting. No Trustee shall serve more than two (2) consecutive terms.
- 4.4 Trustees shall be elected at the Annual General Meeting.

Resignation

- 4.5 Any Trustee may resign by submitting a written resignation to the Board and the Board shall accept such resignation.

Removal

- 4.6 The members may resolve by special resolution to remove or suspend a Trustee before the expiration of their term of office upon the recommendation of a majority of Trustees, but no Trustee shall be removed or suspended until they have been given notice of the proposed action and an opportunity to be heard by the members at the General Meeting.
- 4.7 A Trustee may be removed or suspended before the expiration of their term of office by a resolution passed by two-thirds (2/3) of the remaining Trustees where the remaining Trustees reasonably believe the Trustee has committed a criminal, civil, or regulatory offense, has breached their fiduciary duty to the Club, or has otherwise acted inappropriately, but no Trustee shall be removed or suspended until they have been given notice of the proposed action and has had an opportunity to be heard at the meeting or submit a written response to the Board.

Meetings

- 4.8 The Board shall meet after each quarterly financial statement, as budgets are provided by the Executive or as affairs of the Club require. Meetings shall be scheduled to accommodate all Board members where possible.
- 4.9 All Board members shall attend Board meetings required by the Bylaws. Penalty for missing more than two (2) consecutive scheduled meetings will be immediate expulsion as a Board member unless the Board deems the reasons submitted in writing are acceptable.

Duties

- 4.10 The Board may exercise all such powers and do all such acts and things as 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 members in General Meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society;
 - (b) the Bylaws and Constitution; and
 - (c) Policy.
- 4.11 The Board shall appoint two Trustees to serve as representatives on the Executive.
- 4.12 The Board shall review all budgets and when satisfied, approve them.
- 4.13 The Board shall review the quarterly financial statements and affairs of the Club.
- 4.14 The Board shall review contracts of more than one year's duration and monetary commitments larger than permitted in the Policy.
- 4.15 The Board shall make itself available to advise the Executive when so requested by the Executive.
- 4.16 The Board shall approve the Policy in consultation with the Executive.

Powers

- 4.17 If the Board does not receive financial or contractual information as required herein, it may, at its discretion, initiate the following measures:
- (a) Censuring the Executive in whole or in part before a General Meeting,
 - (b) Requiring the resignation in whole or in part of the Executive.
- 4.18 Upon such a resignation, the Board may appoint a new Executive in whole or in part.

Remuneration

- 4.19 No Trustee shall be remunerated for being or acting as a Trustee, provided that a Trustee may be reimbursed for reasonable expenses incurred in the performance of their duties. Section 41 of the Act [*employment of directors*] shall apply in relation to the Club, notwithstanding its member-funded society status.

Committees

- 4.20 The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors as it thinks fit.
- 4.21 A quorum for committee meetings shall be one-half (1/2) the membership of the committee.
- 4.22 All committee meetings shall be open to all regular members in good standing.

PART 5 – ELECTION OF OFFICERS AND TRUSTEES

Date of the Election

- 5.1 The election of Elected Officers and Trustees shall take place at the Annual General Meeting.

Taking of Office

- 5.2 Elected Officers and Trustees shall take office the first day of the month following the meeting elected.

Election Committee

- 5.3 The Executive shall appoint a Chairperson of the Election Committee. The Chairperson shall be in charge of all aspects of the nomination and election of Officers and Trustees. The Chairperson's ruling on any matters relating to the nomination or election of Officers and Trustees shall be final. The Chairperson shall not be nominated for any elected position.
- 5.4 The Chairperson of the Election Committee shall appoint a Committee.
- 5.5 The Chairperson of the Election Committee shall keep all ballots and a record thereof for at least ten (10) days after the date of the election. The Chairperson's term ends at the end of this election period.

Nominations

- 5.6 Any three (3) regular members in good standing may, in writing, at any time up to 12:00 noon on the day that is twenty-one (21) days before the date of the election, nominate another member for election as an Elected Officer or Trustee. Nominations are to be submitted in writing to the Chairperson of the Elections Committee. The nomination must be validated by the nominee's signature. Nominations from the floor are not permitted.

Voting

- 5.7 Each member may vote by the method prescribed by the Chairperson of the Election Committee.
- 5.8 Elections shall not be by acclamation. If only one candidate is nominated for a position, a vote shall still be held and the candidate must be elected by ordinary resolution.

Proxy

- 5.9 No member may vote by proxy.

Advance poll

- 5.10 An advance poll may be conducted.

Official recount

- 5.11 Any candidate may ask for an official recount by issuing a request to do so in writing which must be received by the Chairperson of the Election Committee within ten (10) days of the date of the election.

PART 6 – GENERAL MEETINGS

Calling and notification of meetings

- 6.1 A General Meeting may be held at the time and place the Executive or the Board decide in accordance with the Act.
- 6.2 Members may requisition a General Meeting using the procedures stipulated in the Act.
- 6.3 Written notice of all General Meetings shall be given to all members in accordance with Part 13 of the Bylaws.

Annual General Meeting

- 6.4 The Club shall have an Annual General Meeting which shall take place during the month of March, or as otherwise determined by the Board.

Quorum

- 6.5 The lesser of twenty members (20) and ten percent (10%) of the membership shall constitute a quorum at a general meeting. 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. In no event shall a quorum be less than the minimum required by the Act.

Right to Vote

- 6.6 All regular members in good standing have the right to vote at General Meetings.

Rules of Order

- 6.7 Robert's Rules of Order shall be the final authority for the procedural questions raised at General Meetings, insofar as they are not inconsistent with the provisions of the Act.

Teleconference

- 6.8 Any meeting of the Club, the Board, the Executive or any committee may also be held, or any person may participate in any meeting of the Club, the Board, the Executive or any committee, by conference call or similar communication equipment or device so long as all the persons participating in the meeting can hear and respond to one another. All such persons 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 bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

Ordinary resolution

- 6.9 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of 2/3 of the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Special resolution

- 6.10 A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Second

- 6.11 All resolutions proposed at a General Meeting must be seconded.

PART 7 – AFFILIATIONS

- 7.1 The Club may be affiliated with any duly constituted activity club which is not competing for the same membership as the Club. Any other club may be declared affiliated by Special Resolution.

PART 8 – FINANCIAL

Contracts

- 8.1 No contract entered into by the Executive on behalf of the Club or by an Officer on behalf of the Club shall be for a term of greater than one (1) year unless such contract is approved by the Board.

Borrowing

- 8.2 In order to carry out the purposes of the Club, the Executive may, on behalf of, and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide.
- 8.3 The members may by ordinary resolution restrict the borrowing powers of the Executive.

Insurance

- 8.4 The Executive may, on behalf of the Club, enter into insurance and bonding contracts through the proper registered companies set up for these purposes. However, the Executive has no obligation to do so.
- 8.5 The Club shall purchase and maintain insurance for the benefit of any or all Directors or Officers against personal liability incurred by any such person as a director or officer.

Donations

- 8.6 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purposes of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

Investment

- 8.7 In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its opinion are prudent. Subject to the provisions of the Act, a Trustee or Officer shall not be liable for any loss which may result from any such investment.

PART 9 – BYLAWS

Amendment

- 9.1 The Bylaws may be rescinded, altered or added to by Special Resolution. No such Special Resolution shall take effect until a bylaw alteration application has been registered by the Registrar pursuant to the provisions of the Act.

Copies

- 9.2 On being admitted to membership, each member is entitled to and upon request the Society shall provide them with a copy of the Constitution and Bylaws of the Society. Every member shall uphold the Constitution and comply with the Bylaws and Policy.

Protected provisions

- 9.3 Bylaws 9.3, 9.4 and 9.6 shall require a unanimous resolution to revise, revoke or otherwise change.

Termination of Existence:

- 9.4 Notwithstanding section 3 of the Constitution, and the Club's status as a member-funded society, on dissolution of the Club, the assets remaining after the payment of all debts, liabilities, etc. shall be paid, transferred, or delivered to one or more registered Canadian sports-based charitable organizations in Canada.
- 9.5 In accordance with the Income Tax Act of Canada, upon dissolution of the Club, the assets remaining after the payment of all debts, liabilities, etc. shall be paid, transferred, or delivered to a recognized Canadian charitable organization in Canada. This provision was previously unalterable.
- 9.6 Notwithstanding section 198 of the Act, the Club may not be converted to a company under section 267.2 [*conversion of member-funded societies*] of the *Business Corporations Act*.

Transition of Director's Terms

- 9.7 All Directors may complete their term as stated in the Bylaws prior to the transition to the Act. Each person who is a Director on the date the Bylaws come into force will continue as a Director for the remaining term to which they were elected, unless sooner ceasing in accordance with the Bylaws. Any previous terms served by Directors prior to the Bylaws coming into force will not be counted towards the term limits set within the Bylaws, but the current term of each Director will count toward those limits.

PART 10 – RECORDS

Minute book and records

- 10.1 The Secretary shall be responsible for the preparation and custody of the minutes of all Executive, General, and Trustee Meetings and the custody of all other books and records of the Club, except those required to be kept by the Treasurer.

Record inspection

- 10.2 The books and records of the Club may be inspected by any member at the Annual General Meeting or at any other time upon them giving reasonable notice and arranging a time convenient to the Officer or Officers having charge of same.

Internal documentation

- 10.3 No financial record, internal report or Club document shall be made available for public access unless approved in advance by the Board. This provision does not apply to any document required for public inspection under the Act. Section 28 of the Act [*copies of financial statements*] does not apply in relation to the Society. Section 36 of the Act [*reporting on remuneration of directors, employees and contractors*] does not apply in relation to the Society.

PART 11 – AUDITOR

Optional

- 11.1 The Society shall not be required to appoint an auditor, unless determined by ordinary resolution. This Part applies only where the Society is required to have an auditor or the members have resolved to have an auditor.

Appointment

- 11.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.
- 11.3 At each annual general meeting, the Society shall appoint an auditor to hold office until they are reappointed or their successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Act.

Removal

- 11.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Act.
- 11.5 An auditor shall be promptly informed in writing of their appointment or removal.

Restriction

- 11.6 No Trustee, Officer or employee of the Society shall be auditor.

Meetings

- 11.7 The auditor may attend general meetings.

PART 12 – INDEMNIFICATION

- 12.1 Subject to the provisions of the Act, each Director or Officer of the Society who has properly undertaken or is about to undertake any liability on behalf of the Society or any society controlled by it and their heirs, executors, administrators or personal representatives 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:
- (a) all costs, charges, and expenses whatsoever which such Director or Officer actually and reasonably sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
 - (b) all other costs, charges, and expenses which they actually and reasonably sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default
- provided that:
- (c) the Director or Officer acted honestly and in good faith with a view to the best interests of the Society; and
 - (d) in the case of criminal or administrative proceedings, the Director or Officer of the Society had reasonable grounds for believing that their conduct was lawful.

PART 13 – NOTICE OF GENERAL MEETINGS

Entitlement to notice

- 13.1 Notice of a general meeting shall be given only to:
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if an auditor is appointed under these Bylaws.

Length of notice

- 13.2 The Club shall give not less than fourteen (14) days' written notice of a General Meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. 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.

Content of notice

- 13.3 Notice of a General Meeting shall specify the place, the day and the hour of the meeting.

Method of notice

- 13.4 A notice may be given to a member either personally or by mail or by email or by facsimile to the member at the member's registered address or the member's email address or facsimile number, as recorded in the Club's records.

Time notice deemed given

- 13.5 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either email or facsimile shall be deemed to have been given on the date of transmission.

Published notice deemed given

- 13.6 If the Club has more than 250 members, notice is deemed to have been given if a notice is sent by email to all members who have provided an email address and also:
- (a) published at least once in each of the three weeks immediately before the meeting in The Province newspaper; or
 - (b) posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Club.

Notice of special resolutions

- 13.7 A notice of a General Meeting must include the text of any special resolution to be submitted to the meeting.

Notice of continuation of adjourned general meeting

- 13.8 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for more than fourteen (14) days, notice of the continuation of the adjourned meeting must be given.