



KATHLEEN ASSAF

BYLAWS

of the Coast Sirens Artistic Swimming Club

Incorporated under the Societies Act of British Columbia

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Overview

These Bylaws govern the internal operations of Coast Sirens Artistic Swimming Club ("the Society", or "CSAS"), incorporated under the Societies Act of British Columbia. They should be read together with the Society's Constitution.

PART 1 — DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws, unless the context otherwise requires, the following terms have the following meanings:

“BCAS” means British Columbia Artistic Swimming, or its successor as the provincial sport organization governing artistic swimming in British Columbia.

“Board” means the Directors acting as authorized by the Societies Act, the Constitution, and these Bylaws in managing or supervising the management of the affairs of the Society.

“Board Resolution” means a resolution passed by a simple majority of the votes cast by those Directors who are entitled to vote on the matter, either at a duly constituted meeting of the Board (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or by a combination of votes cast at a meeting of the Board and by Electronic Means; or a resolution consented to in writing by every Director who would have been entitled to vote on the resolution at a meeting of the Board.

“Bylaws” means the bylaws of the Society as filed with the Registrar of Companies and as may be altered from time to time in accordance with the Societies Act.

“CAS” means Canada Artistic Swimming, or its successor as the national sport organization governing artistic swimming in Canada.

“Coach” means an individual engaged by the Society to act as a coach for its Swimmers, and includes the Head Coach.

“Code of Conduct” means the code of conduct approved by the Board pursuant to these Bylaws.

“Constitution” means the constitution of the Society as filed with the Registrar of Companies, and as may be altered from time to time in accordance with the Societies Act.

“Directors” means those individuals who are, or who subsequently become, directors of the Society in accordance with these Bylaws and who have not ceased to be directors.

“Electronic Means” means any electronic or digital system or combination of systems — including mail, telephonic, facsimile, radio, computer, or internet-based technology or other communication facility or medium — that (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously, and instantaneously, in a manner comparable to a meeting where all participants are present in the same location, and (ii) in relation to a vote, permits all eligible voters to cast a vote in a manner that adequately discloses their intentions.

“Fiscal Year” means the fiscal year of the Society, which commences on September 1 and ends on August 31 of the following calendar year.

“General Member” means a person who is registered as a General Member pursuant to these Bylaws.

“Head Coach” means the individual engaged by the Society to act as the head coach for its Swimmers.

“Income Tax Act” means the Income Tax Act (Canada), R.S.C. 1985 (5th Supp.), c.1, as amended from time to time.

“Inaugural Director” means any individual named as a first director of the Society in the Society’s incorporation application filed with the Registrar of Companies, and serving in that capacity under the transitional provisions of Part 15 of these Bylaws.

“Master Swimmer” means an individual 20 years of age or older as of September 1 of a Membership Year, who participates in artistic swimming on behalf of, or that is organized by, the Society.

“Master Swimmer Member” means a Master Swimmer who is registered as a Master Swimmer Member pursuant to these Bylaws, if the Board has established a class of Master Swimmer Members.

“Members” means all of the members of the Society regardless of class of membership.

“Membership Year” means the period of time from September 1 to August 31 of the following calendar year.

“Non-Voting Parent Member” means a Parent who is registered as a Non-Voting Parent Member pursuant to these Bylaws.

“Nominations Committee” means the committee established under Part 8 of these Bylaws for the purpose of curating a default slate of candidates for election as Directors at each annual general meeting.

“Officer” means an individual elected or appointed as President, Vice-President, Secretary, Treasurer, or Registrar pursuant to these Bylaws.

“Ordinary Resolution” means a resolution passed by a simple majority of the votes cast by those Voting Members entitled to vote on the matter, either at a duly constituted meeting of the Members, by Electronic Means, or by a combination of votes cast at a meeting of the Members and by Electronic Means; or a resolution consented to in writing, after being sent to all Voting Members entitled to vote, by at least two-thirds of those Voting Members.

“Parent” means a parent or legal guardian of a Swimmer Member, or another adult residing in the same household as the Swimmer Member who is named by the parent or legal guardian of that Swimmer Member.

“Parent Member” means a Parent who is registered as a Parent Member pursuant to these Bylaws.

“President” means the individual elected or appointed to the office of President in accordance with these Bylaws.

“Registered Address” means the address of a Member or Director, as recorded in the Society’s register of Members or register of Directors, including (if so provided by the Member or Director) a facsimile number and electronic mail address.

“Registrar” means the individual elected or appointed to the office of Registrar for the Society in accordance with these Bylaws.

“Registrar of Companies” means the Registrar of Companies of the Province of British Columbia.

“Registration Fee” means the annual registration fee payable by or on behalf of a Swimmer or Master Swimmer.

“Secretary” means the individual elected or appointed to the office of Secretary in accordance with these Bylaws.

“Senior Manager” means an individual appointed by the Directors to serve as a senior manager in accordance with the Societies Act.

“Societies Act” means the Societies Act of the Province of British Columbia, as it may be amended, restated, or replaced from time to time, including any successor legislation and regulations made under it.

“Society” means Coast Sirens Artistic Swimming Club, or such other name by which the Society becomes known if it changes its name in accordance with the Societies Act and these Bylaws.

“Special Resolution” means a resolution passed by at least two-thirds of the votes cast by those Voting Members entitled to vote on the matter, either at a duly constituted meeting of the Members, by Electronic Means, or by a combination of the foregoing; or a resolution consented to in writing by all of the Voting Members entitled to vote on the matter.

“Swimmer” means an individual under the age of 20 as of September 1 of a Membership Year who participates in artistic swimming on behalf of, or that is organized by, the Society during the swimming season; this includes a swimmer registered through the Society for a recreational swimming program organized by the Society, but does not include a swimmer who attends only individual classes run by the Society or a swimmer registered for a recreational program organized by a municipality rather than through the Society.

“Swimmer Member” means a Swimmer who is registered as a Swimmer Member pursuant to these Bylaws.

“Treasurer” means the individual elected or appointed to the office of Treasurer in accordance with these Bylaws.

“Vice-President” means the individual elected or appointed to the office of Vice-President in accordance with these Bylaws.

“Voting Members” means together, all of the Parent Members, Master Swimmer Members (if that class is established), and General Members.

1.2 Societies Act Definitions

Except as otherwise provided in these Bylaws, the definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

1.3 Conflict with Societies Act

If there is a conflict between these Bylaws and the Societies Act, the Societies Act prevails.

1.4 General Interpretation

Words importing the singular include the plural and vice versa; words importing a gender include all genders; and references to a statute, regulation, policy, or instrument refer to that statute, regulation, policy, or instrument as amended, restated, or replaced from time to time.

PART 2 — MEMBERS

2.1 Members. The Members are those persons who are Members on the date these Bylaws come into force and those persons who subsequently have become Members in accordance with these Bylaws and, in either case, have not ceased to be Members.

2.2 Classes of Membership. The following are the classes of Members of the Society:

- (a) Swimmer Members;
- (b) Parent Members;
- (c) Non-Voting Parent Members;
- (d) Master Swimmer Members, if established as a class of Members by Board Resolution;
and
- (e) General Members.

2.3 Rights of Members

In addition to such rights and subject to such restrictions as may be contained in the Societies Act and these Bylaws, a Member in good standing has the following rights and privileges of membership, by class:

Swimmer Members

- (i) to receive notice of and attend all meetings of Members; and

- (ii) to serve on committees of the Society, as invited.

Parent Members

- (i) to receive notice of and attend all meetings of Members;
- (ii) to make or second motions at meetings of Members and to speak in debate in accordance with such rules of order as may be adopted;
- (iii) to exercise a vote on matters for determination by the Members;
- (iv) to nominate individuals for election as a Director, in accordance with these Bylaws;
- (v) to be nominated, if qualified under these Bylaws, to stand for election as a Director of the Society; and
- (vi) to serve on committees of the Society, as invited.

Non-Voting Parent Members

- (i) to receive notice of and attend all meetings of Members; and
- (ii) to serve on committees of the Society, as invited.

Master Swimmer Members

- (i) to receive notice of and attend all meetings of Members;
- (ii) to make or second motions and to speak in debate in accordance with such rules of order as may be adopted;
- (iii) to exercise a vote on matters for determination by the Members;
- (iv) to nominate individuals for election as a Director; and
- (v) to be nominated, if qualified, to stand for election as a Director.

General Members

- (i) to receive notice of and attend all meetings of Members;
- (ii) to make or second motions and to speak in debate;
- (iii) to exercise a vote on matters for determination by the Members;
- (iv) to nominate individuals for election as a Director; and
- (v) to be nominated, if qualified, to stand for election as a Director.

2.4 Eligibility for Membership

Subject to Bylaws 2.5 and 2.8, to be eligible to be admitted as, and to remain, a Member, a person must meet the following criteria:

Swimmer Members

Membership as a Swimmer Member is open to a Swimmer:

- (i) who applies to the Society, or whose Parent applies on their behalf, in the manner required by the Board for registration as a Swimmer Member;
- (ii) who is registered by the Registrar as a Swimmer Member; and

- (iii) who has paid, or whose Parent has paid on their behalf, Registration Fees and any other membership dues or fees required by the Board.

Parent Members

Membership as a Parent Member is open to a Parent of a Swimmer Member, if:

- (i) the Swimmer Member meets the criteria for Swimmer Members;
- (ii) the Parent is not a Master Swimmer Member; and
- (iii) the Parent is registered by the Registrar as a Parent and identified as a Parent Member in accordance with Bylaw 2.5.

Non-Voting Parent Members

Membership as a Non-Voting Parent Member is open to a Parent of a Swimmer Member, if:

- (i) the Swimmer Member meets the criteria for Swimmer Members;
- (ii) the Parent is not a Master Swimmer Member; and
- (iii) the Parent is registered by the Registrar as a Parent and identified as a Non-Voting Parent Member in accordance with Bylaw 2.5.

Master Swimmer Members

If Master Swimmer Members are established as a class of Members by Board Resolution, membership as a Master Swimmer Member is open to a Master Swimmer who:

- (i) applies to the Society in the manner required by the Board for registration as a Master Swimmer;
- (ii) is registered by the Registrar as a Master Swimmer Member; and
- (iii) has paid Registration Fees and any other membership dues or fees required by the Board.

General Members

Membership as a General Member is open to an individual who:

- (i) is at least 18 years of age;
- (ii) is either (A) registered with BCAS or CAS as a director, parent of an athlete under 18, coach, or official; (B) an official registered with CAS; or (C) an athlete alumnus or alumna of the Society;
- (iii) has applied, and has been accepted by the Board in its sole discretion, as a General Member; and
- (iv) has paid any required membership fees.

2.5 Role of Parents as Members

- (a) Only one Parent may be identified as a Parent Member in respect of each Swimmer Member.

- (b) Each Parent who is registered with the Society as a Parent, and who is not registered as a Master Swimmer Member, will be identified as either a Parent Member or a Non-Voting Parent Member in accordance with Board policies; provided that, in the absence of an applicable Board policy or written instruction from the affected Parents, the first Parent of each Swimmer Member to complete the registration process will by default be identified as the Parent Member, and any other Parent of that Swimmer Member will by default be identified as a Non-Voting Parent Member. Notwithstanding any such Board policies, Parents of a particular Swimmer may amend the membership class in which they are identified, as between Parent Members and Non-Voting Parent Members, by providing written notice to the Society signed by each Parent whose membership category is affected; any such amendment is effective as of the date it is delivered to the Society.
- (c) In the event that a Parent is identified as a Parent Member in respect of more than one Swimmer Member, that Parent is nonetheless entitled to only one vote.

2.6 Duties of Members

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the Code of Conduct, and Club Policies;
- (b) comply with the rules, policies, and codes of conduct of BCAS and CAS as they apply to the Member's participation in the Society's activities;
- (c) pay all Registration Fees, membership dues, levies, and other amounts owing to the Society when due; and
- (d) conduct themselves in a manner that upholds the reputation and purposes of the Society.

2.7 Discretion of the Board

The Board may, in its discretion:

- (a) vary or waive a membership requirement set out in these Bylaws if the Board determines that it is necessary or appropriate to do so in a specific situation; or
- (b) discount, pro-rate, or waive the payment of dues, levies, or fees required of any given Member from time to time.

2.8 Transferability of Membership. Membership in the Society is not transferable.

2.9 Membership Term. The membership of each Member expires at the end of the corresponding Membership Year.

2.10 Renewal of Membership. Members may renew their membership for a Membership Year by satisfying the eligibility requirements established in Bylaw 2.4.

2.11 Cessation of Membership

A Member's membership in the Society terminates immediately when:

- (a) the Member ceases to be qualified as a Member pursuant to these Bylaws, including ceasing to be a Swimmer, Master Swimmer, or Parent, as applicable;
- (b) the Member resigns in writing, effective on the later of (i) receipt of the resignation by the Society, and (ii) the effective date specified in the resignation;
- (c) the Member dies;
- (d) the Member's membership expires and is not renewed in accordance with these Bylaws;
- (e) the Member is expelled in accordance with these Bylaws or otherwise as permitted under the Societies Act; or
- (f) unless otherwise waived by the Board in its discretion, the Member has been not in good standing for six consecutive months.

2.12 Suspension of a Swimmer

- (a) If, in the opinion of a Coach, a Swimmer or Master Swimmer has failed to uphold the Constitution or comply with these Bylaws, the Code of Conduct, or Club Policies, that Coach may, in accordance with suspension policies and procedures set out in Club Policies and after consulting with the Head Coach, suspend that Swimmer or Master Swimmer from participating in practices or competitions for a defined period not to exceed seven days.
- (b) If, in the opinion of the Head Coach, a Swimmer or Master Swimmer has failed to uphold the Constitution or comply with these Bylaws, the Code of Conduct, or Club Policies, the Head Coach may, in accordance with suspension policies and procedures set out in Club Policies and after consulting with the President and one other Director, suspend that Swimmer or Master Swimmer from participating in practices or competitions for a defined period not to exceed three months.
- (c) A Coach or the Head Coach must provide the Swimmer or Master Swimmer (or their Parent, in the case of a minor) with written reasons for the suspension within 7 days of the suspension; the suspension remains in effect during this time. If written reasons are not provided within 7 days, the suspension is deemed to be of no force and effect on the 8th day.
- (d) A Swimmer or Master Swimmer (or their Parent on their behalf) may, within 14 days of the suspension or 7 days of receipt of the written decision (whichever is longer), appeal the suspension to the Board in accordance with appeal policies and procedures set out in Club Policies.
- (e) A suspended Swimmer or Master Swimmer is not entitled to a refund of any Registration Fee or other membership fees, levies, or dues covering the period of the suspension.

2.13 Discipline or Expulsion of Members

- (a) In this Bylaw 2.13, "3/4 Board Resolution" means a resolution passed by at least three-quarters of the votes cast by Directors entitled to vote at a duly constituted meeting of the Board, or consented to in writing by every such Director.
- (b) Without limiting the authority of a Coach or the Head Coach to suspend a Swimmer or Master Swimmer under Bylaw 2.12, a Member may be disciplined or expelled by Special Resolution or by 3/4 Board Resolution, in accordance with expulsion policies and procedures set out in Club Policies.
- (c) The Society must send to the Member written notice of the proposed discipline or expulsion, accompanied by a statement of the reason or reasons.
- (d) The Member who is the subject of the proposed discipline or expulsion must be given a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion.
- (e) If a Member is disciplined or expelled, the Member (and, in the case of a Swimmer Member, the Member's Parents) is not entitled to a refund of any Registration Fee or other membership fees, levies, or dues covering the period of the discipline or the remaining portion of the Membership Year following expulsion.
- (f) Where a Member is disciplined or expelled by 3/4 Board Resolution under paragraph (b), the Member may, by written notice given to the Society within 30 days after receiving notice of the Board's decision, appeal that decision to the Voting Members. The appeal must be considered at the next general meeting of the Society, or at an extraordinary general meeting called by the Board for that purpose. The Voting Members may, by Ordinary Resolution, confirm, vary, or rescind the Board's decision; pending determination of the appeal, the Board's decision remains in effect unless the Board determines otherwise.

2.14 Members Not in Good Standing

- (a) A Member is not in good standing if the Member (or, in the case of a Swimmer Member, the Member's Parent) fails to pay any Registration Fee, membership fee, levy, due, or other debt owing to the Society when due; the Member remains not in good standing so long as those amounts are unpaid.
- (b) A Member is not in good standing if the Member has been suspended or disciplined; the Member remains not in good standing for the duration of such suspension or discipline.
- (c) A Swimmer Member or Master Swimmer Member who is not in good standing is ineligible to participate in artistic swimming on behalf of, or organized by, the Society unless the Board, in its discretion, waives or modifies that restriction.

2.15 Rights of Members Not in Good Standing. A Member of any class that is not in good standing has the right to receive notice of and to attend all meetings of Members, but is suspended from all other rights and privileges (including the right to vote at such meetings) for so long as such Member remains not in good standing.

2.16 Rights on Cessation of Membership. All rights and privileges of a Member terminate immediately on cessation of membership.

PART 3 — GENERAL MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings. General meetings of the Society will be held at such time and place, in accordance with the Societies Act, as the Directors decide.

3.2 Annual General Meetings. Unless otherwise permitted under the Societies Act, the Society will hold an annual general meeting at least once in every calendar year, and in any event no more than 15 months after the preceding annual general meeting.

3.3 Extraordinary General Meetings. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.4 Calling of Extraordinary General Meeting. The Directors may, by Board Resolution, convene an extraordinary general meeting.

3.5 Requisition of General Meeting. The Voting Members may, in accordance with the Societies Act, requisition the Directors to call a general meeting for the purposes stated in the requisition, provided that such requisition is signed by not fewer than 10% of the Voting Members and otherwise complies with the Societies Act.

3.6 Notice of General Meeting

- (a) Subject to Bylaw 3.7, written notice of a general meeting must be sent to every Member at least 7 days and not more than 60 days before the meeting.
- (b) Notice of a general meeting must (i) specify the date, time, and location of the general meeting, and (ii) include the text of any Special Resolution to be submitted to the Members at the meeting.
- (c) If the Board has determined to permit participation in a general meeting by Electronic Means, notice of the meeting must inform Members and other participants that they may participate by Electronic Means and provide instructions on how to do so.
- (d) By providing an email address to the Society on registration or renewal, a Member is deemed to have consented to receive notices and other communications from the Society by electronic means at that address, in accordance with the Personal Information Protection Act (British Columbia) and Canada's Anti-Spam Legislation, until that consent is withdrawn or the email address is updated by the Member.

3.7 Deemed Sending of Notice of General Meeting

Notwithstanding Bylaw 3.6, for so long as the Society has more than 250 Members, notice of a general meeting must be sent:

- (a) by e-mail to every Member who has provided an email address to the Society, to that email address, at least 14 days and not more than 60 days before the meeting; and

- (b) by posting notice of the meeting on a website maintained by or on behalf of the Society and accessible to all Members, throughout the period commencing at least 21 days before the meeting and ending on the day of the meeting.

3.8 Waiver of Notice. A Member may, in any manner, waive that Member's entitlement to notice of a general meeting or agree to reduce the period of that notice. Attendance of a Member at a general meeting is a waiver of that Member's entitlement to notice of the meeting unless the Member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.9 Omission of Notice. The accidental omission to send notice of a general meeting to, or the non-receipt of a notice by, a Member does not invalidate any proceedings at that meeting.

3.10 Members' Proposals

The Voting Members may, in accordance with the Societies Act, send to the Society a notice of a matter that the Voting Members propose to have considered at an annual general meeting, provided that such proposal:

- (a) is signed by no fewer than the greater of (i) 5% of the Voting Members, and (ii) two Voting Members; and
- (b) otherwise complies with the Societies Act.

PART 4 — PROCEEDINGS AT GENERAL MEETINGS

4.1 Ordinary Business at General Meetings

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

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) election or appointment of Directors;
- (e) appointment of an auditor or other financial review agent, if applicable; and
- (f) business arising out of a report of the Directors not requiring the passing of a Special Resolution.

4.2 Chair of General Meeting

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

- (a) the individual, if any, appointed by the Board to preside as chair of the meeting;
- (b) if the Board has not appointed such an individual, or the individual appointed is unable to preside, (i) the President, or (ii) the Vice-President if the President is unable to preside;

- (c) one of the other Directors present at the meeting, if both the President and Vice-President are unable to preside; or
- (d) if there is no individual otherwise entitled under these Bylaws who is able to preside within 15 minutes from the time set for holding the meeting, an individual elected by the Voting Members present at the meeting to preside as chair.

4.3 Quorum Required. Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of Voting Members is present.

4.4 Quorum. The quorum for the transaction of business at a general meeting is 7 Voting Members in good standing, present in person or by Electronic Means (to the extent permitted by the Board), provided that if the Society has fewer than 7 Voting Members, the quorum for the transaction of business at a general meeting is all of the Voting Members.

4.5 Lack of Quorum at Commencement of Meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of Voting Members is not present:

- (a) in the case of a meeting convened on the requisition of Voting 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.

4.6 If Quorum Ceases to be Present. If, at any time during a general meeting, there ceases to be a quorum of Voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.7 Adjourning a General Meeting. The chair of a general meeting may, or if so directed by the Voting Members at the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

4.8 Notice of Continuation of Adjourned General Meeting. It is not necessary to send 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 10 days or more, notice of the continuation of the adjourned meeting must be sent to every Member.

4.9 Participation in General Meetings by Electronic Means. The Board may, in its discretion, determine to hold any general meeting, either in whole or in part, by Electronic Means so as to allow some or all of the Members and other participants to participate remotely,

provided that the Board takes reasonable steps to ensure that all participants (whether in person or by Electronic Means) are able to communicate with each other. A person participating in a general meeting by Electronic Means is deemed to be present at the meeting.

4.10 Proposing a Resolution. No resolution proposed at a meeting need be seconded, and the chair of a meeting may move or propose a resolution.

4.11 Ordinary Resolution Sufficient. A matter to be decided at a general meeting must be decided by Ordinary Resolution unless the matter is required by the Societies Act or these Bylaws to be decided by Special Resolution.

4.12 Entitlement to Vote

- (a) Each Voting Member in good standing is entitled to one vote on matters for determination by the Members, regardless of the number of membership categories in which the Voting Member may be eligible for registration and regardless of whether the Voting Member is identified as a Parent in respect of more than one Swimmer.
- (b) In case of an equality of votes, the individual presiding as chair of a meeting will not have a casting or second vote in addition to the vote to which such individual may be entitled as a Member, and the proposed resolution will not pass.

4.13 Voting by Electronic Means Outside of a General Meeting

The Board may, in its sole discretion from time to time, approve the conduct of a vote of the Voting Members other than at a general meeting. Such a vote may be taken by mail-in ballot or Electronic Means. For each such vote, the Society must provide each Voting Member in good standing with notice in accordance with these Bylaws, which notice must include:

- (a) the text of the resolutions that are the subject of the vote and any other supporting documentation;
- (b) the opening and closing dates for casting a vote; and
- (c) instructions on how Voting Members may cast their vote.

4.14 Methods of Voting

Voting by Voting Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by a show of hands or voting cards, an oral vote, or another method that adequately discloses the intention of the Voting Members entitled to vote;
- (b) by written ballot; or
- (c) by Electronic Means,

provided that where a vote is to be conducted in accordance with paragraph (a), if requested by two or more Voting Members or directed by the chair of the meeting (in each case prior to the

conduct of the vote), such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Voting Member voted.

4.15 Proxy Voting

- (a) Voting by proxy is permitted, but a proxy may not be used to establish quorum for a general meeting.
- (b) An appointment of a proxy holder (i) must be in writing, and in the form required by the Board; (ii) must be used in accordance with any applicable policies and procedures approved by the Board; (iii) is valid only at the meeting for which the appointment is given or at any adjournment of that meeting; and (iv) may be revoked at any time.

PART 5 — DIRECTORS

5.1 Power of Directors. The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, 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, subject to all laws affecting the Society (including the Societies Act) and to these Bylaws and the Constitution.

5.2 Management of Property, Activities, and Internal Affairs. The Board has the authority and responsibility to manage, or supervise the management of, the property, activities, and internal affairs of the Society.

5.3 Invalidation of Director Acts

- (a) No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- (b) No act or proceeding of a Director or the Board is invalid merely because (i) of a defect in a Director's designation, election, or appointment or in the qualifications of a Director; (ii) fewer than the required number of Directors have been designated, elected, or appointed; (iii) residency requirements for the Directors have not been met; or (iv) a majority of the Directors, contrary to the Societies Act, receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for services.

5.4 Number of Directors. The Society must have no fewer than three Directors, or such greater number of Directors as may be determined from time to time by Ordinary Resolution, each of whom is elected or appointed in accordance with these Bylaws.

5.5 Composition of the Board

The Board will be comprised of the following Directors:

- (a) the President;
- (b) the Vice-President;
- (c) the Secretary;

- (d) the Treasurer; and
- (e) one or more additional Directors-at-large, if elected, including (at the Board's discretion by Board Resolution) a Registrar.

A single individual may hold more than one office (for example, Secretary-Treasurer), except that the offices of President and Vice-President may not be held by the same individual. The requirement in Bylaw 5.4 that the Society have no fewer than three Directors must be met by three different individuals.

5.6 Director Qualifications

In order to be eligible to be elected and to serve as a Director, an individual must comply with the requirements in the Societies Act and, without limiting the foregoing, must:

- (a) be a Parent Member, Master Swimmer Member, or General Member who has been a Member of the Society for at least 12 months immediately preceding the date of the election, provided that this 12-month requirement does not apply to Inaugural Directors named in the incorporation application or to individuals filling a vacancy under Bylaw 5.13 where the Board determines that no qualified candidate is available;
- (b) not have been found by any court to be incapable of managing their affairs;
- (c) not be an undischarged bankrupt;
- (d) not have been convicted of an offence in connection with the promotion, formation, or management of a corporation or unincorporated entity, or of an offence involving fraud, in each case in the time periods and circumstances prescribed by the Societies Act;
- (e) be resident in British Columbia (or such other jurisdiction as may from time to time satisfy the residency requirements of the Societies Act); and
- (f) have been nominated for election or appointment as a Director in accordance with Bylaw 5.9 and any Nominations Committee policies from time to time.

Unless permitted under the Societies Act, a majority of Directors must not receive nor be entitled to receive remuneration from the Society under contracts of employment or contracts for services.

5.7 Consent to be a Director

No election, appointment, or designation of an individual as a Director is valid unless:

- (a) that individual consents to be a Director in the manner provided for in the Societies Act;
or
- (b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a Director.

5.8 Election of Directors. Directors will be elected by the Voting Members at a general meeting at which the election or appointment of Directors is required, and will take office commencing at the close of such meeting.

5.9 Nominations and Election Process

- (a) The Nominations Committee established under Part 8 of these Bylaws will prepare a default slate of candidates for election as Directors at each annual general meeting, in accordance with policies approved by the Board.
- (b) A Voting Member may nominate an additional qualified candidate for election as a Director by providing written notice to the Society in the manner and within the time period specified by the Nominations Committee from time to time (which must permit nominations up to at least 7 days before the annual general meeting and may permit nominations from the floor at the meeting).
- (c) An election of Directors may be by acclamation, provided that if there are more candidates for election as Directors than there are positions for Director that will become vacant at the close of the next annual general meeting, the election of Directors will be by secret ballot with the name of each candidate appearing individually on the ballot.
- (d) In the event of an election by ballot, no Voting Member may vote for more Directors than the number of vacant positions for Director; any ballot on which more names are voted for than there are vacant positions is deemed to be void. Votes may be cast on secret ballots using the methods of voting determined by the Directors under Bylaw 4.14.

5.10 Director Terms

- (a) Elections for Directors will normally occur at the annual general meeting.
- (b) Subject to paragraph (d) and to Part 15 (Inaugural Provisions), each Director will be elected for a two-year term (such term to correspond to that Director's term of office as Officer, if applicable) and will retire from office at the close of the second annual general meeting following his or her election. Provided that if no successor is elected at such meeting and the retirement of the Director would cause the number of Directors to fall below three, such Director, if he or she consents, will continue to hold office until such time as a successor Director is elected or appointed.
- (c) For the purposes of calculating the duration of a Director's term of office, such term is deemed to have commenced at the close of the annual general meeting at which the Director was elected, provided that if the Director was elected at an extraordinary general meeting or by consent resolution of the Members, his or her term of office is deemed to have commenced at the close of the annual general meeting immediately following his or her election.
- (d) The Directors shall be elected for staggered terms. In order to ensure staggered terms, the Directors may by Board Resolution, prior to an election, determine that some or all of the vacant Director positions will have a term of less than two years, the length of such term to be determined by the Directors in their discretion.

5.11 Term Limits. A Director may be elected for an unlimited number of consecutive terms.

5.12 Removal of Director

The Voting Members may by Special Resolution remove a Director before the expiration of his or her term of office, and may elect or appoint, by Ordinary Resolution, an individual who is qualified under Bylaw 5.6 to serve as Director for the balance of the term of the removed Director.

5.13 Ceasing to be a Director

An individual will immediately and automatically cease to be a Director upon:

- (a) ceasing to meet any of the qualifications for being a Director set out in the Societies Act or these Bylaws, including ceasing to be a Parent Member, Master Swimmer Member, or General Member;
- (b) the written resignation of such individual as a Director, effective on the later of (i) receipt of the resignation by the Society, and (ii) the effective date specified in the resignation;
- (c) his or her death;
- (d) the expiry of his or her term of office as a Director, unless re-elected;
- (e) his or her removal from office as a Director;
- (f) being a Member not in good standing for a period of six months; or
- (g) unless waived by the Board, failing to attend 50% of the Board meetings in a Membership Year.

5.14 Directors May Fill Vacancy on Board

- (a) The Directors may, at any time, appoint a qualified individual to fill a vacancy on the Board, provided that the number of Directors then in office (including the appointee) does not exceed the number of Directors elected or appointed as required by these Bylaws.
- (b) An individual appointed under paragraph (a) holds office until the close of the next annual general meeting, at which time the unexpired portion of the term of the Director being replaced will be filled by election in accordance with these Bylaws.

5.15 Remuneration of Directors. Unless permitted under the Societies Act, a majority of Directors must not receive nor be entitled to receive remuneration from the Society under contracts of employment or contracts for services. Directors may be reimbursed for reasonable out-of-pocket expenses incurred in performing their duties as Directors, in accordance with a Director Expense Reimbursement Policy approved by the Board from time to time.

PART 6 — PROCEEDINGS OF DIRECTORS

6.1 Meetings of Directors. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Meetings of the Directors must be held at least quarterly.

6.2 Notice of Directors Meetings. A meeting of Directors may be called by the President, the Vice-President, or any two Directors. Notice of a meeting of Directors, specifying the date, time, and place of the meeting, must be given to every Director at least 48 hours before the time set for the meeting, except that notice of a meeting is not required if all the Directors are present at the meeting or if all the Directors not present at the meeting have waived notice in writing or consent to the meeting being held without notice.

6.3 Chair of Directors Meetings. The President, or in the absence of the President the Vice-President, will preside as chair at every meeting of the Directors. If both the President and Vice-President are absent, the Directors present may choose one of their number to chair the meeting.

6.4 Quorum of Directors. A quorum for the transaction of business at a meeting of the Directors is a majority of the Directors then in office, present in person or by Electronic Means.

6.5 Voting at Directors Meetings. Questions arising at any meeting of Directors will be decided by a majority of votes cast. In the case of an equality of votes, the chair of the meeting will not have a casting or second vote in addition to the vote to which the chair may be entitled as a Director, and the proposed resolution will not pass.

6.6 Participation by Electronic Means. A Director may participate in a meeting of Directors by Electronic Means, provided that the Electronic Means permits all participants to communicate with each other simultaneously and instantaneously. A Director participating in a meeting by Electronic Means is deemed to be present at the meeting.

6.7 Resolutions in Writing. A resolution in writing, signed by all the Directors who would have been entitled to vote on the resolution at a meeting of the Directors, is as valid as if it had been passed at a meeting of the Directors duly called and constituted. A resolution in writing may be in counterparts and may be signed by Electronic Means.

6.8 Minutes. The Board must cause minutes to be kept of (a) all appointments of Officers and committees made by the Directors; (b) the names of Directors present at each meeting of the Directors; and (c) all resolutions and proceedings at meetings of the Directors. The minutes of each meeting must be made available to each Director promptly after the meeting.

6.9 Conflict of Interest. A Director who is, in any way, directly or indirectly interested in a proposed contract or transaction with the Society, or any material interest that may conflict with the interests of the Society, must disclose the nature and extent of the interest in accordance with the Societies Act, must not vote on any resolution of the Directors to approve the contract or transaction, and must recuse himself or herself from deliberations on the matter (except to respond to questions from other Directors).

PART 7 — OFFICERS

7.1 Appointment of Officers. The Officers of the Society will be elected or appointed by and from among the Directors at the first meeting of the Board following each annual general meeting, subject to any elections conducted at the annual general meeting itself under Bylaw 5.9.

7.2 Term of Officers. An Officer holds office concurrently with his or her term as a Director and until his or her successor is elected or appointed, or until the Officer sooner resigns, is removed, or ceases to be a Director.

7.3 Duties of Officers

- (a) President — The President is the chief spokesperson of the Society, presides at meetings of the Members and the Directors, and performs such other duties as the Board may from time to time determine.
- (b) Vice-President — The Vice-President performs the duties of the President in the absence or inability of the President to act, and performs such other duties as the Board may from time to time determine.
- (c) Secretary — The Secretary is responsible for (i) issuing notices of meetings of Members and of Directors as required; (ii) keeping the minutes of meetings of Members and of Directors; (iii) maintaining custody of the Society's records, register of Members, register of Directors, and other corporate records; and (iv) filing the Society's annual report with the Registrar of Companies, unless otherwise determined by the Board.
- (d) Treasurer — The Treasurer is responsible for (i) keeping the Society's financial records; (ii) preparing or causing to be prepared financial statements for presentation at the annual general meeting; (iii) overseeing the Society's banking arrangements; and (iv) such other financial matters as the Board may determine.
- (e) Registrar (if appointed) — The Registrar is responsible for (i) maintaining the register of Members; (ii) administering the membership application and renewal process; (iii) liaising with BCAS and CAS in respect of athlete and Member registration; and (iv) such other duties as the Board may determine.

7.4 Vacancy in Office. If an office becomes vacant, the Board may, by Board Resolution, appoint a Director to fill the vacancy until the next election of Officers.

PART 8 — COMMITTEES

8.1 Power to Establish Committees. The Board may, by Board Resolution, establish standing or ad hoc committees to assist the Board in carrying out its responsibilities, and may appoint committee members (who need not be Directors), set terms of reference, delegate specific powers to such committees (subject to limits in the Societies Act), and dissolve committees at any time.

8.2 Nominations Committee

- (a) The Board will establish a Nominations Committee as a standing committee of the Board.
- (b) The Nominations Committee is responsible for (i) identifying the governance, skills, and diversity needs of the Board; (ii) actively recruiting qualified candidates for election as Directors; (iii) preparing a default slate of candidates for election at each annual general meeting; (iv) conducting due diligence on candidates, including verification of qualifications under Bylaw 5.6; and (v) recommending to the Board policies governing nominations, candidate qualifications, and candidate information disclosure.
- (c) The Nominations Committee will be comprised of no fewer than three individuals, a majority of whom must be Directors or former Directors. The Committee will be chaired by a Director appointed by the Board.
- (d) The existence of the Nominations Committee and its default slate does not limit the right of any Voting Member to nominate an additional qualified candidate in accordance with Bylaw 5.9(b).

8.3 Other Committees. Without limiting the generality of Bylaw 8.1, the Board may establish committees including (but not limited to) a Finance Committee, an Audit / Financial Review Committee, a Safe Sport Committee, a Risk Management Committee, a Coaching Committee, and a Fundraising Committee, each operating under terms of reference approved by the Board.

PART 9 — FINANCE

9.1 Fiscal Year. The Fiscal Year of the Society commences on September 1 and ends on August 31 of the following calendar year.

9.2 Banking. The banking business of the Society will be transacted with such banks, trust companies, credit unions, or other financial institutions as the Board may determine by Board Resolution, and will be subject to such instructions and delegations as the Board may from time to time prescribe.

9.3 Signing Authority for Financial Transactions

- (a) All cheques, drafts, electronic transfers, and other instruments or arrangements for the payment of money on behalf of the Society must be signed or authorized by any two of the President, the Vice-President, the Treasurer, or such other Director as the Board may from time to time designate by Board Resolution.
- (b) The Board may, by Board Resolution, authorize the Treasurer or another Officer or Senior Manager to approve recurring operational expenditures up to a specified limit without requiring a second signature, provided that such arrangements are reported to the Board at the next regular meeting of the Board.

9.4 Financial Review. At each annual general meeting, the Voting Members may appoint an auditor, review engagement practitioner, or financial review committee to review the Society's financial statements for the preceding Fiscal Year, in accordance with the Societies Act and any

requirements of BCAS, CAS, or any grant-making body from which the Society has received funding. The form of financial review required (audit, review engagement, compilation, or internal committee review) may be determined by the Voting Members by Ordinary Resolution, having regard to the Society's revenue, risk, and applicable requirements.

9.5 Borrowing. The Board may, by Board Resolution, authorize the Society to (a) borrow money upon the credit of the Society; (b) issue, reissue, sell, or pledge debt obligations of the Society; or (c) charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Society as security for any debt or other obligation of the Society; provided that any arrangement under this Bylaw 9.5 that involves total borrowings exceeding \$25,000 in aggregate outstanding at any time must be approved by Special Resolution.

9.6 Expenditure Authority. The Board must adopt, and may amend from time to time, a written expenditure-authority policy setting out the limits within which Officers, Directors, committees, and Senior Managers are authorized to commit the Society to expenditures. Until such policy is adopted, no single expenditure exceeding \$2,500 may be made without prior Board Resolution, other than recurring operational expenditures already approved in the Society's annual budget.

PART 10 — SEAL AND EXECUTION OF DOCUMENTS

10.1 Corporate Seal. The Society is not required to have a corporate seal. If the Board, by Board Resolution, adopts a corporate seal, that seal must not be affixed to any instrument except in the presence of two Directors, or one Director and an Officer, who must sign the instrument to which the seal is affixed.

10.2 Execution of Documents. Contracts, deeds, and other documents in writing requiring execution by the Society may be executed (a) by any two Directors, or (b) by the President and the Treasurer, or (c) by such other Directors or Officers as the Board may from time to time designate by Board Resolution. All such documents so executed are binding upon the Society without further authorization or formality.

PART 11 — RECORDS

11.1 Records to be Kept. The Society must keep at its registered office, or at such other location within British Columbia as is permitted by the Societies Act, those records required to be kept under the Societies Act, including (a) the Constitution and Bylaws; (b) the register of Members; (c) the register of Directors; (d) minutes of general meetings and of Board meetings; (e) copies of all ordinary and special resolutions; (f) financial records and statements; and (g) all other records required by the Societies Act.

11.2 Inspection of Records. A Member, on providing reasonable notice to the Society, is entitled to inspect those records of the Society that the Member is entitled to inspect under the Societies Act, during the Society's regular office hours. The Society may charge a reasonable

fee for providing copies of such records, not exceeding the amount permitted by the Societies Act.

11.3 Protection of Personal Information. Notwithstanding Bylaw 11.2, the Society must handle all personal information about Members, Directors, volunteers, employees, and other individuals in accordance with the Personal Information Protection Act (British Columbia) and any privacy policy approved by the Board. The register of Members provided to Members under Bylaw 11.2 may exclude telephone numbers, email addresses, dates of birth, and other personal information the disclosure of which is not necessary to the exercise of Member rights.

PART 12 — AUDITOR OR FINANCIAL REVIEWER

12.1 Appointment. The Voting Members may, by Ordinary Resolution at each annual general meeting, appoint an auditor, review engagement practitioner, or financial reviewer (the "Reviewer") to examine the financial statements of the Society for the Fiscal Year then ended, in accordance with Bylaw 9.4. If the Voting Members do not appoint a Reviewer, the Board may appoint a Reviewer or, if permitted by the Societies Act, dispense with the appointment of a Reviewer for that Fiscal Year.

12.2 Qualifications. If the Society appoints a professional auditor or review engagement practitioner, that person must be a member in good standing of the applicable professional body (Chartered Professional Accountants of British Columbia or its successor). If the Society appoints a Reviewer that is not a professional, that person must be independent of the Directors and Officers and must have sufficient accounting or bookkeeping expertise to perform the review.

12.3 Remuneration. The remuneration of the Reviewer may be fixed by the Voting Members or, if the Voting Members authorize the Board to do so, by the Board.

PART 13 — AMENDMENT OF BYLAWS AND CONSTITUTION

13.1 Bylaw Amendments. These Bylaws may be altered only by Special Resolution of the Voting Members in accordance with the Societies Act.

13.2 Constitution Amendments. The Constitution of the Society may be altered only by Special Resolution of the Voting Members in accordance with the Societies Act. An alteration of the purposes of the Society is not effective until the alteration is approved by the Registrar of Companies.

13.3 Filing. The Society must file every alteration to its Constitution or Bylaws with the Registrar of Companies in accordance with, and within the time specified by, the Societies Act.

PART 14 — DISSOLUTION

14.1 Dissolution by Special Resolution. The Society may be dissolved only by Special Resolution of the Voting Members, in accordance with the Societies Act.

14.2 Distribution of Assets on Dissolution. Upon dissolution of the Society, after the payment of all costs, charges, and expenses incurred in the winding up (including the remuneration of a liquidator) and after payment to employees of any arrears of salaries or wages and to creditors of any arrears of rent, taxes, or other debts, the remaining funds and other assets of the Society must be distributed in accordance with Article 3.3 of the Constitution.

PART 15 — INAUGURAL AND TRANSITIONAL PROVISIONS

15.1 Inaugural Directors. The individuals named as directors in the Society's incorporation application filed with the Registrar of Companies are the Inaugural Directors of the Society. The Inaugural Directors will hold office from the date of incorporation until their terms expire in accordance with Bylaw 15.2, subject to earlier resignation, removal, or cessation under these Bylaws.

15.2 Terms of Inaugural Directors

- (a) Each Inaugural Director will hold office for an initial term ending at the close of the third annual general meeting of the Society, notwithstanding the two-year term otherwise provided for in Bylaw 5.10(b). This is to permit a reasonable founding period during which the Inaugural Directors may establish the Society's operations and transition the Society to steady-state governance.
- (b) An Inaugural Director is eligible for re-election to the Board at the close of his or her initial term, in accordance with the election provisions of Part 5.
- (c) Nothing in this Bylaw 15.2 limits the right of the Voting Members to remove an Inaugural Director by Special Resolution under Bylaw 5.12, or the automatic cessation provisions of Bylaw 5.13.

15.3 First Annual General Meeting

- (a) The first annual general meeting of the Society will be held within 15 months of the date of incorporation, in accordance with the Societies Act.
- (b) Elections of Directors will not normally be held at the first or second annual general meetings, as the Inaugural Directors continue in office under Bylaw 15.2 until the close of the third annual general meeting. An election will be held at the first or second annual general meeting only to fill a vacancy among the Inaugural Directors, or to elect additional Directors beyond the number of Inaugural Directors, in which case Bylaws 5.9 and 5.10 apply.

15.4 Transition to Staggered Terms

At the third annual general meeting of the Society, the Directors to be elected will be elected for initial terms set by Board Resolution prior to the meeting (pursuant to Bylaw 5.10(d)) in a

manner designed to establish staggered two-year terms going forward. Without limiting the generality of the foregoing, the Board may determine that some seats will be for one-year terms and others for two-year terms, so that approximately half of the Board comes up for election at each subsequent annual general meeting.

15.5 Membership in the Transitional Period

- (a) During the period between the date of incorporation and the first annual general meeting, the Inaugural Directors may, by Board Resolution, admit individuals to any class of Membership in accordance with Bylaw 2.4, including admission of individuals as General Members under Bylaw 2.4.
- (b) The 12-month Member-in-good-standing qualification in Bylaw 5.6(a) does not apply to Inaugural Directors. The 12-month qualification applies to all other candidates for election as Director at or after the first annual general meeting, subject only to the vacancy carve-out in Bylaw 5.6(a).

15.6 Sunset of Part 15. Part 15 of these Bylaws ceases to have effect upon the close of the third annual general meeting of the Society, except that Bylaws 15.1, 15.2, and 15.5 continue in effect to the extent necessary to give effect to actions taken during the transitional period.

PART 16 — INDEMNIFICATION

16.1 Indemnification of Directors and Officers. Subject to the Societies Act, the Society must indemnify a Director, former Director, Officer, former Officer, or other individual entitled to be indemnified under the Societies Act, and his or her heirs and personal or other legal representatives, against all costs, charges, expenses, judgments, fines, settlement payments, and other amounts actually and reasonably incurred in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of his or her association with the Society or another entity at the request of the Society, provided that the individual acted honestly and in good faith with a view to the best interests of the Society and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

16.2 Advance of Expenses. The Society may, subject to the Societies Act, advance reasonable expenses to an individual referred to in Bylaw 16.1 in respect of a proceeding before its final disposition, provided that the individual undertakes in writing to repay any amounts so advanced if the individual is ultimately determined not to be entitled to indemnification under the Societies Act or these Bylaws.

16.3 Insurance. The Board may, by Board Resolution, cause the Society to purchase and maintain directors' and officers' liability insurance for the benefit of any individual entitled to indemnification under Bylaw 16.1, on such terms as the Board considers appropriate.