

NORTH VANCOUVER SPORTS ADVISORY COUNCIL

Constitution and Bylaws

NORTH VANCOUVER SPORTS ADVISORY COUNCIL (NVSAC)

Constitution and Bylaws

As proposed to the NVSAC Membership at the Extraordinary General Meeting - November 8, 2018.

NORTH VANCOUVER SPORTS ADVISORY COUNCIL

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CONSTITUTION OF NORTH VANCOUVER SPORTS ADVISORY COUNCIL

1 Name

The name of the Society is:

"North Vancouver Sports Advisory Council"

2 Purposes

The purposes of the Society are:

- a.** To foster, enhance, support and promote the volunteer Sports activities that are provided by Community Organizations on behalf of the residents of North Vancouver;
- b.** To provide a forum for Community groups to identify issues, and to seek out mutually beneficial solutions;
- c.** To be an advisory group to the City of North Vancouver; the District of North Vancouver; the North Vancouver Recreation and Culture Commission and the North Vancouver School District on policies and facility planning in order to advance the quality of organized sports opportunities in our community;
- d.** To promote leadership while encouraging and assisting the development of participants, volunteers and officials;
- e.** To provide guidance to Community Sports groups in raising funds to finance initiatives to enhance the quality of sports within the City and District of North Vancouver;
- f.** To manage and disburse funds to support and promote community initiatives to enhance the quality of sports pursuits within the City and District of North Vancouver;
- g.** To participate in the organization of major community sports events which directly or indirectly benefit the residents of North Vancouver.

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BYLAWS OF NORTH VANCOUVER SPORTS ADVISORY COUNCIL

The Bylaws providing for the matters referred to in the BC Societies Act and any other Bylaws are set forth as follows.

1 Part 1 - Interpretation

a. Definitions

In these Bylaws, unless the context otherwise requires:

1. "Directors" means the Directors for the Society for the time being;
2. "Society Act" means the BC Societies Act from time to time in force and all amendments to it;
3. "Registered Address" of a member means the address as recorded in the Register of Members;
4. "Member Organization" shall mean any organization, club, league or association who becomes and remains a Member Organization in accordance with the Bylaws, provided however that the reference to "Member Organization" shall not include either Associate Members or Honorary Members of the Society. A Member Organization shall have the right to vote as set out in the Bylaws;
5. "Director at Large" shall mean a person who has an expressed interest in sports but does not represent any specific sporting group but the Society as a whole. Members at large are appointed by the elected representatives and are given an official designation and/or serve a need of the Society.
6. "Associate Member" shall mean a person or organization who becomes and remains an Associate Member in accordance with the Bylaws. An Associate Member shall not have any right to vote in the Society other than as a member of a committee as provided in the Bylaws;
7. "Honorary Member" shall mean a person or organization who becomes and remains an Honorary Member in accordance with the Bylaws. An Honorary Member shall not have the right to vote in the society other than as a member of a committee as provided in the Bylaws;
8. "Recreation Commission" means the North Vancouver Recreation and Culture Commission (NVRCC) and enacted by Bylaw #6623 of the Corporation of the District of North Vancouver.

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9. "Sport" or "Sports" includes all forms of competitive activity or games which, through casual or organized participation, aim to use, maintain or improve physical ability and skills while providing enjoyment to the participants and in some cases entertainment for spectators.

b. Societies Act

The definitions in the Societies Act on the date these Bylaws become effective shall apply to these Bylaws.

c. Context

Words importing the singular include the plural and vice-versa; and words importing a male person include a female person, a corporation, and any other organization or association, whether incorporated or unincorporated, as the context may require.

d. Records

All documents of the Society, including minutes and financial records shall be kept at:

**North Vancouver Sports Advisory Council
c/o Delbrook Centre - Administration Office
851 West Queens Road
North Vancouver, British Columbia
V7N 4E3**

2 Part 2 – Membership

It is the general intent that the Member Organizations of the Society shall be representative of individual sports organizations, associations, clubs, or leagues and to ensure that the effective control of the Society cannot be acquired by one or more major sports groups such that the general purposes of the Society could be jeopardized.

a. Member Organizations

The Member Organizations of this Society are those organizations, clubs, leagues, and associations that have the following membership criteria:

1. maintain a head office or control within the City or District of North Vancouver;
2. at least 75% of the members are residents of the City or District of North Vancouver or work at a business address in North Vancouver;
3. membership in the organization is open and available to any resident of the City or District of North Vancouver;

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4. are primarily organized for the purposes of operating teams, leagues, events or activities of a recreation or sporting nature;
5. have an acknowledged operational structure and recognizable membership which is completely separate and apart from other sports groups having a similar purpose or objectives;and
6. have been approved for membership by the Board of Directors of the Society; have paid any membership fees that may be assessed by the Society; and have not ceased to be members, all in accordance with these Bylaws.

b. Associate Membership

Any person being a resident of the City or District of North Vancouver, or any other organization or association, whether located in North Vancouver or not, shall be entitled to apply to the Society to become an Associate Member, subject to approval by the Society of such application and payment of any applicable fees. Associate Members shall not be entitled to exercise any vote at a meeting of the Society though may participate in discussion when requested.

c. Honorary Membership

Honorary Members may be any person appointed by resolution of the Members at an AGM on the basis of outstanding contribution to community sport in the City and District of North Vancouver or to the Society. Honorary Members shall not be entitled to exercise any vote at a meeting of the Society. Honorary members are lifetime members and do not pay a fee.

d. Membership Committee

The Membership Committee of the Society, as appointed from time to time by the Directors, shall be responsible for receiving, approving and processing applications for membership where such application is made for the purposes of an applicant becoming a Member Organization or Associate Member, and shall be responsible for collection of fees and advising the Secretary of the Society as to changes to the membership list. The Membership Committee shall review any such applications to ensure that the applicant qualifies for the specific membership that is the subject of the application and may refuse any application on the grounds that it is not in the best interests of the Society to have the applicant as a Member Organization or Associate Member of the Society, as the case may be. Any rejection of any application by the Membership Committee may be appealed by the applicant to the Directors of the Society, whose decision on such appeal shall be final.

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e. Compliance

Every Member Organization, Associate Member, and Honorary Member shall uphold the Constitution of the Society and comply with the Bylaws of the Society.

f. Fees

The amount of the Annual Membership Fee shall be determined by the Directors. The Directors may alter the membership fee structure for Member Organizations and Associate Members of the Society which must be approved at an AGM. Honorary Members shall not be assessed any annual membership fees.

Reporting parties such as the City of North Vancouver; the District of North Vancouver; the North Vancouver Recreation and Culture Commission and the North Vancouver School District shall not be required to pay fees.

g. Cessation of Membership

A Member Organization or Associate Member or Honorary Member shall cease to be a member of the Society upon;

1. delivering a letter of resignation, in writing, to the Secretary of the Society, or by mailing or delivering it to the address of the Society;
2. the dissolution or cessation of operations;
3. the death of the Associate Member or Honorary Member;
4. expulsion from the Society; or
5. not having been a member in good standing for one (1) year.

h. Expulsion

Process for expulsion:

1. A Member Organization, Associate Member or Honorary Member may be expelled by a special resolution of the members passed at an Annual or Extraordinary General Meeting;
2. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;

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3. The Member Organization or Associate Member or Honorary Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the Annual or Extraordinary General Meeting before the special resolution is put to a vote. To remove a member a 75% majority vote is required.

i. Members in Good Standing

All Member Organizations, Associate Members and Honorary Members shall remain in good standing except where such member has failed to pay any membership fees, including the current Annual Membership Fee, and shall not be in good standing so long as such membership fee remains unpaid.

3 Part 3 - Meeting of Members

a. Annual General Meetings - Notice

The Annual General Meeting of the Society shall be held once a year at the registered office of the Society or elsewhere in the City or District of North Vancouver as the Directors may determine and on a day to be fixed by the Directors. Fourteen (14) days written notice of such meeting shall be given to the Member Organizations. Associate Members and Honorary Members shall be entitled to receive notice of such meeting, however, failure to receive such notice shall not invalidate the meeting.

b. Annual General Meetings - Scheduling

The first Annual General Meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation, and after that an Annual General Meeting shall be held at least once in every calendar year, and not more than sixty days after the end of the fiscal year. The fiscal year shall be January 1st to December 31st.

c. Meeting Time and Place

All meetings of the Society shall be held at such times and places, in accordance with the Societies Act, as the Directors may decide.

d. General Meeting

Every meeting of all Member Organizations, other than the Annual General Meeting, is an Extraordinary General Meeting.

General Meetings of the Society shall be called by the Chair of the Society at the request of the majority of the Directors or upon the written request of at least ten (10) percent of the Member Organizations of the Society entitled to vote, or at any other time or times as the Directors may determine.

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1. Notice of a General Meeting shall specify the place, day and hour of the meeting, and be given in writing to each Member Organization. A notice of such meeting shall also be published at least fourteen (14) days before the time set for such meeting. Associate Members and Honorary Members shall also be entitled to receive notice of such meeting.
 2. General Meetings called for by ten (10) percent of the Member Organizations must take place within twenty-one (21) days of receipt of such written notice by the Directors.
 3. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any Member Organization entitled to receive such notice does not invalidate proceedings of that meeting, and any meeting where there is a quorum present shall be valid, notwithstanding that one or more Member Organizations may not have received notice of such meeting.
- e. Board Meeting**

A Board Meeting is a regular meeting of the Directors of the Society.

f. Committee Meeting

A Committee Meeting is a meeting of members of similar recreation and sport activities and objectives, or any committee organized by the Directors for a particular purpose, to be held as required.

4 Part 4 - Proceedings at General Meetings

a. Quorum

A quorum at any General Meeting shall be ten (10) Members in good standing, present in person. Associate Members and Honorary Members may be present at any General Meeting but shall not be counted towards the quorum.

b. Conduct of Business

1. No business, other than the election of a chairperson for the meeting, if necessary, and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present; and
2. If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated by the chairperson for the meeting; and

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3. If within thirty (30) minutes from the time appointed for a General Meeting, a quorum is not present, then the meeting, if convened on the requisition of the Member Organizations, shall be terminated. In any other case, the General Meeting shall stand adjourned until the Directors establish a time and place to reconvene the meeting.
4. If, at the adjourned meeting, a quorum is not present within thirty (30) minutes, the voting members who are present shall constitute a quorum.

c. Chairing Meetings

1. The Chair of the Society, or in his/her absence, the Vice-Chair, shall preside as chairperson of a General Meeting, and if neither is present within thirty (30) minutes after the time appointed for holding the meeting, members present shall, if they comprise a quorum, choose a person to preside from amongst their number.
2. The Chair of the Society, or in his/her absence the Vice Chair or his/her designate, shall preside as chairperson of a meeting of the Directors.

d. Rules of Conduct

Except as otherwise provided herein, all meetings of the members of the Society shall be governed by those procedures established by the Society. At any Annual General Meeting of the Society, the following matters must be included in the agenda for the meeting:

1. The consideration of the last financial statements of the Society
2. The report of the Directors;
3. The report of the Auditor of the Society, if any
4. The election of the Chair and the Vice-Chair for the Society
5. The appointment of the Auditor of the Society, if required
6. Any other business that, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the Annual General Meeting
7. Subject to reasonable time constraints, any other matters raised by Member Organizations, Associate Members, Honorary Members or the North Vancouver Recreation and Culture Commission.

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e. Procedure

1. Any General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
2. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
3. Except as provided in the Bylaw, it is not necessary to be given notice of an adjournment or of the business to be completed at an adjourned meeting.
4. The chairperson of a meeting may propose a resolution.
5. In case of an equality of votes, the chairperson of the meeting has the deciding vote.

f. Voting

1. A Member Organization in good standing present at a General Meeting is entitled to one vote, exercisable by such Member Organization's duly authorized representative. The Directors of the Society may, at their sole discretion, permit the authorized representative of a Member Organization to be changed or otherwise designated as soon as possible after the commencement of the General Meeting. A Member Organization that is not in good standing at the time the meeting is commenced shall not be entitled to vote at any meeting.
2. Neither Associate Members nor Honorary Members shall be entitled to cast a vote at any meeting. They may attend such meetings, make presentations during Community Forum and observe at meetings.
3. In the case of the election of the Chair and the Vice-Chair of the Society, voting shall be by secret ballot. All other voting shall be by show of hands, or by secret ballot at the request of any Member Organization.
4. Voting by proxy is not permitted. Any Director of the Society who was an authorized representative for a Member Organization at the time of his/her election, shall not cease to be a Director merely by his/her ceasing to represent a Member Organization during his/her term of office, except where he/she is duly removed as set forth herein.

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5 Part 5 - Directors and Officers

a. Responsibilities

The property and affairs of the Society shall be managed by a Board of Directors in which shall be vested full control of the assets, liabilities, revenues and expenditures of the Society. The Directors shall have control of and shall make rules and regulations in respect of the management and operation of the Society, consistent with the provisions of these Bylaws or of any statute, provided that the Directors may from time to time adopt all or any part of the regulations made pursuant to a governing statute.

b. Eligibility for Directors

Any person shall be eligible for election to serve as a Director, where he/she is the duly authorized representative of a Member Organization in good standing with the Society or he/she is an Associate Member, whether or not he/she is a resident of the City or District of North Vancouver.

c. Structure of Board

1. The Board of Directors of North Vancouver Sports Advisory Council shall be comprised of a maximum of 14 Directors and 3 Directors at large to a total of 17 Directors. The Board is made up of 14 Committee Chairs or Representatives, elected annually by Member Organizations of similar recreation and sports activities and objectives. The groupings are as follows:

- Youth Soccer
- Adult Soccer
- Diamond Sports (Adult Softball, Slo-Pitch, Youth Softball and Baseball)
- Racquet Sports (Tennis, Racquetball, Pickleball, Badminton, Squash)
- Athletics (Track & Field, Road Running, Cross Country and Triathlon)
- Special Olympics and Para-sports
- Arena Sports (Figure Skating, Hockey, Ringette, Lacrosse, Curling, Speed Skating, Sledge Hockey, Inline Hockey)
- Aquatics (Competitive Swimming, Diving, Water Polo, Synchronized Swim)
- Elementary School Sports (Elementary Athletic Association)
- Secondary School Sports (Secondary Athletic Association)
- Indoor Sports (Gymnastics, Basketball, Netball, Volleyball, Floorball, Floor Hockey)
- Field Sports (Football, Rugby, Cricket, Field Hockey, Ultimate)
- Specialized Groups (Golf, Lawn Bowling, Hang-Gliding, Horseshoes, Parasailing, Alpine and Cross Country Skiing, Snowboarding, Paddle Sports)
- Wheeled Sports (Cycling, Mountain Biking, Skateboarding, Long Boarding)

2. In addition, the Directors and Officers of the Society may, at their sole discretion, appoint a maximum of three Directors as Directors-at-Large. Any such appointed Directors shall

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serve until the first Executive meeting following the Annual General Meeting at which time their appointment shall terminate or shall be renewed, as determined by the other Directors. Directors at-large are appointed annually by the Board of Directors. Each Director at Large should be appointed with a specific task(s) to accomplish.

3. The Chair and the Vice-Chair shall retire from office at each Annual General Meeting, and their successors shall then be elected.
4. Two (2) Directors shall be the Chair and the Vice-Chair of the Society, elected at each Annual General Meeting.
5. At any meeting at which Directors are to be elected, such election shall be by secret ballot of those Member Organizations entitled to vote and present at such meeting, unless such election is by acclamation
6. Each Member Committee shall select a Director to represent the Member Committee on the Board of Directors.
7. Each Director shall be selected to hold office until the first Annual Meeting after he is selected or until a successor is duly selected by the Member Committee.

d. Appointments

The Directors may from time to time elect and remove such Officers as they deem necessary to carry out the objectives of the Society and such Officers shall have such authority and shall perform such duties as may be prescribed by the Directors. The following Officers shall be elected from among the Directors of the Society:

1. the Secretary; and
2. the Treasurer.

The Secretary and Treasurer shall initially be appointed by the first Directors of the Society as filed with the Registrar of Companies pursuant to the provisions of the Societies Act, and shall thereafter be appointed by the Directors in accordance with these Bylaws.

e. Interim Appointments

The Directors may, at any time and from time to time, appoint a duly authorized representative of a Member Organization to serve as a Director in order to fill a vacancy in the Board of Directors, whether such vacancy is caused by resignation, removal, or otherwise ceasing to hold office. A Director so appointed shall hold office for the remaining term of the office, unless he/she resigns or otherwise ceases to hold office.

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f. Remuneration

Every Director shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be reimbursed reasonable expenses incurred by him/her in the performance of his/her duties.

g. Invalidation

No rule made by the Society at a General Meeting shall invalidate a prior act of the Directors.

h. Removal of Directors

The Member Organizations comprising a Member Committee may remove their representative Director prior to the expiration of his/her term of office, and may then elect a successor to complete the term of office, provided such successor is qualified to be a Director at the time of such appointment, as herein provided

i. Removal of Elected Directors

The Directors may remove a fellow Director if that Director has missed three (3) consecutive Board Meetings without explanation deemed adequate by the Board.

The Directors may remove an Elected Director upon a three-fourths (3/4) majority vote of the Board of Directors. Interim Elected Directors shall be appointed by the Board of Directors as herein provided.

j. Alternate Directors

Each Member Committee shall be entitled to select one (1) Alternate Director to represent the Member Committee on the Board of Directors whenever the Director is unable to attend any meeting of the Directors. In the absence of any Director, the duly appointed Alternate Director shall have all the voting privileges of the Director.

6 Part 6 - Proceedings of Directors

a. Frequency of Meetings

Regular meetings of the Board of Directors shall be held on a day and at a place fixed by the Directors, and the Directors shall have the power by resolution, to postpone or cancel any regular meeting.

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Unless the Chair or other Director acting in his/her place determines that a meeting of the Board of Directors is required on an emergency basis, at least three (3) days notice shall be given to all Directors in the same manner as is prescribed for notices to members as set forth herein, which may also be contained in minutes of the previous meeting.

Approved Member Organizations, Associate Members, or Honorary Members shall be entitled to attend regular Board Meetings as a delegation, and shall be entitled to request that matters be placed on the agenda and be heard on such matters.

b. Quorum

The Directors may from time to time set the quorum necessary to transact business. Unless so fixed, the quorum shall be not less than seven (7) of the Directors then in office, provided that one (1) of the Directors in attendance must be either the Chair, Vice-Chair, Secretary or Treasurer.

c. Chairing Meetings

The Chair shall be chairperson of all meetings of the Board of Directors, but if at any meeting of the Board the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-Chair shall act as chairperson of the meeting. If neither the Chair nor Vice-Chair is present, the Directors present may then choose any other Director to be chairperson of the meeting.

d. Delegating

1. The Directors may delegate any, but not all, of their powers to Committees consisting of Directors, Associate Members, Honorary Members, or others as they may determine. A Membership Committee shall be appointed by the Directors at the first Board meeting following the Annual General Meeting of the Society.
2. The Directors may from time to time appoint and authorize the employment of persons as they deem necessary to carry out the objectives of the Society.
3. All Directors and employees shall be subject to removal from office or employment by the Directors at any time with cause and with or without notice to the person so removed.
4. Any Committee established by the Directors shall conform to any rules or regulations imposed on it by the Directors, and shall report every act or thing done by it to the earliest meeting of the Directors.
5. Each Committee shall elect a chairperson of its meetings who shall report to the Board of Directors on the activities of the Committee.

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6. The members of the Committee may meet and adjourn as they think proper.
7. Associate Members and Honorary Members appointed to a Committee are entitled to vote on matters relating to that Committee.
8. The Chair of Sports Council or designate shall be a member of every committee and may attend each committee meeting.

e. Resolutions and Voting

1. Questions arising at a meeting of the Directors or a Committee shall be decided by a majority of votes.
2. In case of an equality of votes, the chair shall have the deciding vote.
3. All resolutions, except for a motion to adjourn, proposed at a meeting of Directors shall be seconded, and the chairperson of such a meeting may move or propose a resolution.
4. Notwithstanding the foregoing, a resolution in writing, signed by all the Directors and placed in the minutes of the meeting of the Directors, shall be as valid and effective as if voted upon and passed at a meeting of the Board of Directors.
5. Except as otherwise provided herein, all meetings of the Directors and Committees of the Society shall be governed by those procedures approved by the Sports Council.
6. A 75% majority of the vote of the Directors shall be required prior to the adoption of any fund raising initiative.

7 Part 7 - Duties of Officers

a. Chair

The Chair of the Society shall be the Chief Executive Officer of the Society and shall supervise the Directors in the execution of their duties. He/she shall be responsible for calling meetings of the Board of Directors and shall act as chairperson or shall designate the chairperson for all meetings of the Board of Directors and General Meetings of the Society.

b. Vice-Chair

The Vice-Chair shall carry out the duties of the Chair in his/her absence. The Vice-Chair shall have other responsibilities as may from time to time be delegated to him/her by the Chair. If the chair is unable to act as such for any reason whatsoever, the Vice-Chair shall

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be appointed by the Board of Directors to assume the full responsibilities of the Chair of the Society.

c. Secretary

The Secretary shall have the following responsibilities:

1. Conduct the correspondence of the Society;
2. Issue notices of meetings of the Society;
3. Keep minutes of all meeting of the Society;
4. Have custody of all records and documents of the Society except those required to be kept by the Treasurer.
5. Have custody of the common seal of the society.
6. Act as Chairperson of the Membership Committee, and maintain the Register of Members and list of authorized representatives for Member Organizations; and
7. Perform any other responsibilities that may be delegated to him/her by the Chair or the Board of Directors.

In the temporary absence of the Secretary, the Directors shall appoint another person to assume the responsibilities of the Secretary.

d. Treasurer

The Treasurer shall have the following responsibilities:

1. Keep the financial records of the Society, including books of account, necessary to comply with the Societies Act;
2. Render financial statements to the Directors, Members Organizations and others when required; and
3. Perform any other responsibilities that may be delegated to him/her by the Chair or the Board of Directors.

In the temporary absence of the Treasurer, the Directors shall appoint another person to assume the responsibilities of the Treasurer.

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e. Directors

The individual Directors shall have such additional responsibilities as may from time to time be delegated to them by the Chair or by the Board of Directors.

f. Board of Directors

It shall be the duty and responsibility of the Board of Directors to:

1. Prepare an annual budget;
2. Prepare and implement a program of activities during its period in office;
3. Communicate regularly with the members of the Society by means of a newsletter or other media;
4. Organize General Meetings, including the Annual General Meeting;
5. Solicit funds at such times and in such manner as it may be deemed advisable; and
6. Generally be responsible for the day-to-day affairs of the Society and perform such other duties, responsibilities and obligations as may be required by law.

8 Part 8 - Seal and Authorized Signatories

a. Signing Officers

The Signing Officers of the Society shall be the Chair or Vice-Chair, Treasurer, and one other Director appointed by the Board of Directors and reviewed annually.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by two of the designated Officers of the Society, and shall be issued in such a manner as shall from time to time be determined by resolution of the Directors. Any two of the Officers of the Society shall endorse notes and drafts for collection on account of the Society through its bankers and endorse notes "for collection" or "for deposit" with bankers of the Society. Any two of such Officers so appointed shall arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and shall receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances.

b. Common Seal

The Directors may provide a Common Seal for the Society, and may destroy a Seal and substitute a new Seal in its place at their discretion.

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c. Affixation of Seal

The Common Seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the person prescribed in the resolution or, if no persons are prescribed, in the presence of the Chair and Secretary or the Chair and Treasurer.

9 Part 9 - Borrowing and Investing Powers

a. Procuring

Any expense must be pre-approved by the Treasurer and anything not pre-approved within the annual operating budget must be approved by the Board of Directors.

b. Borrowing

The Society and the Directors may not borrow funds.

c. Investing

In investing any funds of the Society, the Directors will be limited to guaranteed securities and investments in which trustees are authorized by law to invest and must be approved by 75 % of the Board subject to the provisions of the Societies Act. The Directors will not be liable for any loss that may result in connection with any such investments made by the Directors in good faith.

10 Part 10 - Auditor

a. Applicability

This part applies only where the Society is required or has resolved to have an Auditor.

b. Appointment and Role

1. The first Auditor shall be appointed by the Directors, and the Directors will also fill any vacancies occurring in the office of Auditor.
2. At each Annual General Meeting, the Society shall appoint an Auditor to hold office until he/she is re-elected or until his/her successor is elected at the next Annual General Meeting.
3. An Auditor may be removed by ordinary resolution of the Board of Directors.
4. An Auditor shall be promptly informed in writing of his/her appointment or removal.
5. No Director and no employee of the Society shall be an Auditor of the Society.

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6. The Auditor may attend General Meetings.

11 Part 11 - Fiscal Year

The fiscal year of the Society shall commence on the 1st day of January of each year, unless the fiscal year is changed by resolution of the Board of Directors.

12 Part 12 - Notices to Members

a. Delivery

A notice may be given to a member, either personally or by mail to him/her at his/her registered address or by electronic mail (“email”) if the member indicates to the Society that email is an acceptable mode of delivery and provides the Society with an email address.

A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

Notice of such meeting shall be given either in writing, or by email, or orally by telephone, or in person to each Director.

b. Recipients

A notice of a General Meeting shall be given to every Member Organization in good standing shown in the Register of Members on the day notice is given; and the Auditor, if Part 10 applies.

No other person, including an Associate Member or an Honorary Member, is entitled to receive notice of a General Meeting, but may receive such notices upon request and approval by the Board of Directors.

13 Part 13 - Bylaws

On being admitted to membership, each member is entitled to a copy of the constitution and Bylaws of the Society.

These Bylaws will be not be altered or added to except by special resolution.

NORTH VANCOUVER SPORTS ADVISORY COUNCIL

Constitution and Bylaws

14 Part 14 - Indemnification

Subject to the provisions of the Societies Act, each Officer, Director, Employee or agent of the Society will be indemnified by the Society against all expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being, or having been, an Officer, Director, Employee or agent of the Society, except in relation to matters as to which he/she will be finally adjudged in such action, suit or proceeding to have been negligent in the performance of his/her duty as an Officer, Director, Employee or agent. "Negligent" will mean grossly negligent, criminally negligent, intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage of an opportunity available to the Society.

15 Part 15 - Dissolution

In the event of winding up or dissolution of the Society, the liquidators shall cause all assets of the Society available for distribution, to be transferred to the North Vancouver Recreation and Culture Commission for distribution or use as it shall determine. This provision shall be unalterable.