

BYLAWS OF THE KASLO & DISTRICT ARENA ASSOCIATION
Adopted August 16th, 2021

1. MEMBERSHIP:

A person eligible to vote within Kaslo or Area D of the Regional District of Central Kootenay may apply to the Board for membership in the Society. The person becomes a member on the Board's acceptance of the application.

Every member must uphold the constitution of the Society and must comply with these bylaws.

The amount of the annual membership dues, if any, must be determined by the Board, including the date and time of when they are due.

A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid. A member not in good standing may not vote or consent/object to a resolution.

A member in good standing must maintain a method of being given e-mail of equivalent digital notice or be in a position that they will receive notice in local print or public digital communications.

A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months. Termination of membership shall not prevent a subsequent application/acceptance of membership.

The Board may grant membership to any individual that shall be in good standing during the life of the member.

2. GENERAL MEETING OF MEMBERS:

A general meeting must be held at the time and place the Board determines.

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, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of an AGM is deemed sufficient if published 14 days prior to the meeting.

A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

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

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

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.

The quorum for the transaction of business at a general meeting is the number of Directors serving that particular year.

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 members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If, 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.

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.

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if; before or after such a vote, 2 or more voting members request a secret ballot, or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

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

Voting by proxy is not permitted. Attendance and voting by electronic means are permitted.

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

A person who is eligible to become a member and who is a user of or an interest in the Kaslo and District Arena may speak to any business in a general meeting of members but shall not be entitled to vote.

3. DIRECTORS, MEETINGS, EXECUTIVE POSITIONS, RENUMERATION, SIGNING FOR THE SOCIETY

The Society must have no fewer than 3 and no more than 9 directors. One of the Directors shall be appointed by the Village of Kaslo

At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

The Board may, at any time, appoint a member as a director to fill a vacancy on the Board as a result of, an existing vacancy, or arises from the resignation, death or incapacity of a director during the director's term of office.

A director appointed by the Board to fill a vacancy ceases to be a director at the next annual general meeting. That Director is eligible to be elected to the Board as a Director at that annual general meeting.

A directors' meeting may be called by the president or by any 2 other directors.

At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

The directors may regulate their meetings and proceedings as they think fit. The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

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

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

A contract or other record to be signed by the Society must be signed on behalf of the Society:

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

4. PREVIOUS CONSTITUTIONAL PROVISIONS:

The operations of the Society are to be chiefly carried on in or adjacent to the Corporation of the Village of Kaslo in the Province of British Columbia.

In the event of the dissolution of the Society, any assets remaining after payment of all debts and obligations shall be distributed to a recognized charitable organization in the Province of British Columbia with similar objectives or to a suitable level of local government. This clause was previously unalterable.