



BOARDWORKS DIVING ACADEMY SOCIETY

June 30, 2024

ARTICLE 1 BY-LAWS

1.1 Purpose of by-laws – These by-laws are the structural and operational guidelines which shall be followed by the Academy in fulfilling its objectives.

1.2 Definitions

- a) “Academy” means Boardworks Diving Academy Society;
- b) “Act” means the BC Societies Act, SBC 2015, Chapter 18, as amended from time to time;
- c) “Annual General Meeting” means the regular Annual General Meeting of the Active Members and Representatives entitled to vote pursuant to Article 3;
- d) “Board” means the Board of Directors of the Academy;
- e) “Executive Committee” means the Executive Committee of the Board;
- f) “General Manager” means the chief management employee of the Academy;
- g) “General Meeting” means a meeting of the Members and includes an Annual General Meeting and a Special General Meeting;
- h) “Members” means Active Members, parents/guardians of minor Active Members, Collegiate Members, and Associate Members pursuant to Article 2;
- i) “Minor” means any individual under 19 years of age;
- j) “Ordinary Resolution” means:
 - a. A resolution passed at a General Meeting by a vote of majority of Active Members or Representatives present and entitled to vote; or,
 - b. A resolution consented to in writing by all the Active Members or Representatives who would have been entitled to vote on the resolution at a General Meeting;
- k) “Representative” means a parent/legal guardian designated to represent, bind, and exercise all the rights of a minor (under 19 years of age) Active Member or to an individual to represent an Associate Member who is not an individual;
- l) “Special General Meeting” means a meeting within the contemplation of Article 3.2 of these by-laws;
- m) “Special Resolution” means:
 - a. A resolution passed
 - i. At a general Meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given; and,
 - ii. By a vote of not less than seventy-five (75%) percent of those Active Members or Representatives who are present and entitled to vote or, when removing a Director, by a vote of not less than sixty-six (66%)

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- percent of those Active Members or Representatives who are present and entitled to vote as stated in the Act;
- b. A resolution proposed and passed as a Special Resolution at a General Meeting of which less than twenty-one (21) days notice has been given, if all the Active Members and Representatives entitled to attend and vote do attend and vote at the General Meeting so agree; or,
 - c. A resolution consented to in writing by all the Active Members and Representatives who would have been entitled to vote on the resolution at a General Meeting;
- n) "Member in Good Standing" means:
- a. Membership fees and any other financial dues are paid, and account is up to date up to sixty (60) days; and,
 - b. In compliance with Diving Plongeon Canada, BC Diving, and the Academy's Code of Conduct. The Member must not be under investigation or have any disciplinary actions against them by Diving Plongeon Canada, BC Diving, the Academy, or third party safe sport organization.
- 1.3 Masculine and Feminine – Unless the context otherwise requires, the masculine shall include all genders and the singular shall include the plural. The headings used throughout these by-laws are for convenience of reference only and shall not be relied upon the interpretation hereof.
- 1.4 Exceptions – Except as provided in the Act, the Board shall have the authority to interpret any provision of these bylaws that is ambiguous or unclear.



ARTICLE 2 MEMBERSHIP

2.1 Application – Any individual may seek membership by applying to the Secretary of the Academy. All applications for membership are subject to approval of the Board. Active Members, Parents/Guardians of Active Members, and Coaches, once registered, are automatically included in the membership.

- a) Any persons seeking Membership must:
 - i) Comply with all Codes of Conduct put forth by the NSO, PSO, and Academy;
 - ii) Not pose any risk to the culture, short-term operation, or long-term operation of the Academy; and,
 - iii) Not have been reprimanded for their behaviour or breach of any Codes of Conduct in any other organization or, enter into contract with the Academy with the understanding that they are on probationary notice with the Academy and that any further breach of any Codes of Conduct will result in immediate lifetime suspension from the Academy;
- b) The Academy reserves the right to deny application of a Membership for any reason other than discrimination for race, religion, colour, sex, age, or disability unless otherwise required by the sport or programs.

2.2 Membership – Membership of the Academy is assessed annually, is by invitation only, and shall include the following classes of members:

- a) Active Members – Active Members who are not minors shall have one (1) vote if in good standing. Active Members who are minors shall be represented by one (1) parent or legal guardian and shall have one (1) vote for such minor Active Members in good standing.
 - a. If any family has more than one (1) Active Member, see Multi-Members.
 - b. Active Members include all registered participants who pay fees to train and compete, with the majority (51%) of their training time with the Academy. Active Members cannot be members of any other diving organization without express written consent.
 - c. A minimum number of volunteer hours will be required from competitive families (or representatives) of Active Members to be determined annually by the Board. A volunteer deposit will be collected at the start of a season by the Academy from competitive families. If volunteer requirements are met, this deposit will be applied to the following season and another volunteer deposit will not be necessary. If volunteer requirements are not met, the Academy will keep the volunteer deposit and a new volunteer deposit will be required for the next season.
- b) Parents or Legal Guardians of Active Members – Parents or legal guardians of Active Members are eligible for membership in the Academy but shall not have a vote (other than those acting as a representative for a minor Active Member).
- c) Collegiate Members – Collegiate Members who are enrolled in an educational institution abroad, are not minors, are under 30, and were previously an Active Member of the

Academy are eligible to receive training from the Academy during academic breaks and for special competitions subject to written consent and payment of applicable dues.

Collegiate Members shall not be entitled to a vote at any meetings of the Academy.

- d) Associate Members – Associate Membership shall be open to all persons, associations, and corporations who are interested in diving in the City of Victoria and its environs. Associate Members shall not be entitled to a vote at any meetings of the Academy. The application for any associate shall include the name, phone number, email address and address of the requesting party. A Representative for associations or corporations may be changed by providing a written notice signed by the Active Member to the Academy with the name, phone number, email address and address of the new Representative.
- e) Multi-Members – Multi-Members represent families with multiple Memberships. Multi-Members shall have one (1) total vote per family if at least one membership is an Active Member. All Members must be in good standing.
- f) Coaches – Coaches who are contracted by the Executive of the Academy to teach and coach diving to its Active Members are Members of the Academy, but Coaches shall not have a vote. In the event of an Active Member over 19 years of age who is also a Coach, the position of Coach supersedes voting rights of the Active Member.

2.3 Withdrawal – Any Member wishing to withdraw from the Academy may do so upon giving notice in writing to the Secretary of the Academy. All outstanding fees must be paid within 60 days.

2.4 Expectations – Members will, at all times:

- a) Uphold the Constitution and comply with these Bylaws, regulations, and policies of the Academy;
- b) Abide by such codes of conduct and ethics adopted by the Academy;
- c) be in good standing; and
- d) Not hinder the purposes, aims, and objects of the Academy.

2.5 Expulsion – The Board may, by Board Resolution, expel a Member for conduct which, in the reasonable opinion of the Board:

- a) is improper or unbecoming for a Member;
- b) is contrary to Article 2.4; or
- c) involves any matter deemed appropriate for expulsion.

The Board must provide written notice of a proposed expulsion to the Member in question, accompanied by a brief statement of the reasons for the disciplinary action. A Member who is the subject of the proposed expulsion will be provided a reasonable opportunity to respond to the proposed discipline at or before the Board Resolution is considered.

No Member shall be expelled without proper written notice of the charge or complaint against him. The Member may require that a meeting of the Board be immediately convened to consider the matter and that he is given an opportunity to be heard by the



Board at that meeting. Member expulsion must be by seventy-five (75%) per cent affirmative vote of the Board.

Membership will be immediately terminated without vote if an account is outstanding for six (6) consecutive months or more and without prior written understanding.

- 2.6 Non-Transferable – Membership in the Academy shall not be transferable.
- 2.7 Membership Fees – The Board may set membership fees of any nature and amount as the Board may, in its discretion, from time to time determine and provide for the manner and time of payment thereof. An annual Membership fee per Active Member is required. The fee is determined by the Board. The Board may also set any penalty it determines for the non-payment of membership fees.

ARTICLE 3 MEETINGS OF MEMBERS

- 3.1 Annual General Meeting – The Annual General Meeting shall be held within four (4) months following the fiscal year end of the Academy, at such time and place in the City of Victoria and its environs as the Board may decide, to consider and vote on the reports of the previous year’s activities and to transact such other items of business as may come before it. At the Annual General Meeting, the Board shall present a financial statement setting out the Academy’s income, disbursements, assets, and liabilities, audited or reviewed as appropriate. The meeting is attended by the Board and Active Members in good standing.
- 3.2 Special General Meeting – A Special General Meeting of Active Members may be called at any time by the President of the Board. A Special General Meeting may also be called by 25% or more of the Active Members in good standing by written notice to the Secretary specifying in detail the reasons for the request and the matters to be discussed at the Meeting. No other matters than those set out in the notice shall be raised at the Meeting without the concurrence of the Board. Election and or appointment of Board members shall not be an agenda item for Special General Meetings as this is an Annual General Meeting process. The Board shall determine the time and place of any Special General Meeting. However, a Special General Meeting called at the request of the Active Members in good standing shall be held no later than sixty (60) days from receipt of written notice by the Secretary.
- 3.3 Business Transacted at a Meeting – All meetings other than the Annual General Meeting are a Special General Meeting. All business transacted at an Annual General Meeting shall be deemed special with the exception of the consideration of accounts, financial statements, and the ordinary reports of the Board, auditors, and officers, the election of directors or auditors in the place of those retiring, the fixing of the remuneration for the auditors, and any other business which, under the Act of these by-laws, ought to be transacted at an Annual General Meeting. Special business may be dealt with by Special Resolution passed at an Annual General Meeting provided that the requisite notice has been given in accordance with Article 3.4.
- 3.4 Notice – Notice of an Annual General Meeting or a Special General Meeting called by the President or the Board shall be given either by:
- a) Notice in writing not later than twenty-one (21) days prior to the posed date of the meeting; or,
 - b) By publication of notice in any publication or periodical produced by the Academy and sent to all Members not less than twenty-one (21) days prior to the date of the proposed meeting.



- 3.5 Quorum – A quorum for the transaction of business at any Special General Meeting shall be such Active Members in good standing as hold a majority of Active Members’ votes. A quorum for the transaction of business at any Annual General Meeting shall be such Active Members in good standing as hold 25% of Active Members’ votes. Active Members or Representatives in good standing must be present in person and entitled to vote at the Meeting unless otherwise required by circumstances agreed to by the majority (51%) of those entitled to vote. If no quorum is present within thirty (30) minutes from the time appointed for the meeting, the meeting shall be adjourned for one week to reconvene at the same hour and same location. If the location is not available at the same time one week hence, then a notice specifying a new location must be given to all Members at least two (2) days prior to the next meeting. A further meeting shall then be held and Active Members in good standing present at that meeting, no matter the number in attendance, shall constitute a quorum. Quorum for a meeting of Active Members will be such as hold a majority of Active Members’ votes. If quorum is met at the start of the meeting, but thereafter Active Members depart the meeting such that quorum is lost, the meeting is nonetheless a valid meeting and may continue.
- 3.6 Persons Entitled to be Present – Only Active Members in good standing and Representatives entitled to vote at a General Meeting and the auditors of the Academy shall be present at a General Meeting. Any other person may only be admitted on the invitation of the President.
- 3.7 Proxies – No proxies shall be accepted at any General Meeting.
- 3.8 Chairman, Secretary, and Scrutineers – The President of the Academy shall be the Chairman of the General Meeting. If he is not present within fifteen (15) minutes from the time fixed for holding the meeting, the Vice President shall take the chair and in their absence, the Active Members and Representatives present and entitled to vote shall choose a director to take the chair and, if no director is present, or if all directors present decline to take the chair, the Active Members and Representatives present may choose one of their number to take the chair. If the Secretary is absent, the Chairman shall appoint some person to act as the secretary of the General Meeting. The Chairman may appoint one (1) or more persons to act as scrutineers at any General Meeting.
- 3.9 Votes to Govern – At any General Meeting, every question shall, unless otherwise required by law or by these by-laws, be determined as an Ordinary Resolution. In case of equality of votes, the chairman shall not have a second or casting vote in addition to his original vote.



- 3.10 Show of Hands – At all General Meetings, every question shall be determined by a show of hands unless otherwise required by a bylaw of the Academy or unless a secret ballot has been requested and granted. Whenever a vote by show of hands has been taken upon a question, a declaration by the chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Academy is conclusive evidence of the fact without proof of the number or proportion of votes in favor of or against the motion.
- 3.11 Secret Ballot – Any Active Member may request that any vote be by secret ballot and if seconded, compliance shall be made with any such request.
- 3.12 Resolution in Lieu – A resolution in writing, signed by all Active Members entitled to vote on that resolution, is as valid as if it had been passed at a meeting. Electronic signatures shall be satisfactory for the purpose of executing any such resolutions in writing.



ARTICLE 4 BOARD OF DIRECTORS

- 4.1 Terms and Conditions – The affairs of the Academy shall be administered by a Board of Directors consisting of a minimum of three (3) and a maximum of seven (7) individuals, each of whom at the time of his election and throughout his term of office, shall be a Member, Associate Member, or a Representative. A director shall cease to be a director of the Academy at the time he ceases to be a Member, Associate Member or Representative.
- 4.2 Election – At the first Annual General Meeting following the effective date of these by-laws and at every Annual General Meeting thereafter, not more than seven (7) directors shall be elected to hold office until the end of their term, following their election or until their successors have been duly elected and qualified.
- 4.3 Election Procedure – The first meeting of directors will be held immediately following the appointment or election of a director at an Annual General Meeting or other General Meeting of Active Members. At each AGM every director who has been in office for two consecutive years shall retire. After the first AGM, elections for President and Treasurer shall be held in a year ending in an odd numeral and elections for the position of Secretary and remaining directors shall be held in a year ending in an even numeral. Nominations for a director must be consented to by the nominee. The nominations must be submitted to the Secretary at least twenty-one (21) days prior to the AGM. All Board nominations must be put forth and vetted by a Nomination Committee. Nominations for Board cannot be put forth by Members, but will be voted upon by eligible Active Members.
- 4.4 Vacating Office – If any director shall resign his position as a director of the Academy, or without reasonable excuse, absent himself for at least three (3) directors’ meetings, or if he, in the opinion of the Board, acts in a manner detrimental to the purposes of the Academy, or if a director ceases for any reason to be a Member, Associate Member, or a Representative, the directors may declare a vacancy on the Board and may appoint successor in his place to hold office until the next Annual General Meeting.
- 4.5 Vacancies on the Board of Directors – Vacancies on the Board, however caused, may, so long as a quorum of directors remains in office, be filled by the directors from among the qualified Members and Representatives. The appointed director holds office only until the next Annual General Meeting but is eligible for re-election at the Annual General Meeting.



- 4.6 Conflict of Interest – A director shall not be disqualified as such, nor be required to vacate his position as a director of the Academy by reason only that he is party to, or is a director or officer of material contract or proposed material contract with the Academy. Such a director shall disclose the nature and extent of his interest to the Board forthwith and may be counted for quorum at any Meeting of the Board at which such a contract or proposed contract may be authorized or approved but is not entitled to vote upon any resolution dealing with such a contract or proposed contract. A failure to disclose that interest may result in the Board asking that director to vacate his directorship, to deal with his conflicting interest or both.
- 4.7 Remuneration – No director shall receive compensation for his services but he shall be entitled to be paid any out-of-pocket expenses incurred by him in the course of discharging his duty to the Academy.



ARTICLE 5 BOARD OF DIRECTORS – POWERS AND DUTIES

- 5.1 Powers of Directors – The Board, in administering the affairs of the Academy, may exercise all such powers, do all such acts and things, and enter into all such contracts as may be exercised or done by the Academy and are not by these by-laws or by the Act expressly required to be done by the General Meeting of the Members.
- 5.2 Duties of Directors – It shall be the duty and responsibility of the directors of the Academy to exercise the powers set forth in Article 5.1 for and in the best interests of the Academy and generally to see to the conduct of the affairs and actions of the Academy.
- 5.3 General Manager – The Board shall have the power to appoint a General Manager and to dismiss him for such reasons as the Board deems proper.
- 5.4 Committees – The Board shall have the power to establish both standing and ad-hoc committees and to determine the term of reference thereof. The Chairman of each standing committee shall, so far as possible, be a director of the Academy. The Directors may delegate any, but not all, of their powers to committees consisting of a director as they see fit. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors and shall report every act or thing done in exercise of those powers at the earliest meeting of the Directors to be held next after it has been done.
- 5.5 Delegation – The Board may at any time and from time to time delegate to any person the authority to manage and direct the business and affairs of the Academy by contract or otherwise, and for whatever consideration the Board may consider appropriate.
- 5.6 Borrowing Powers – The Board may from time to time borrow money in any manner and without limit as to the amount of credit of the Academy and in such amounts as they think proper and may cause to be executed debentures, mortgages and pledges of the real and personal property and the rights of the Academy and be caused to be signed billed of exchange, promissory notes, contracts and other evidence of indebtedness and other security for money borrowed or to be borrowed, such monies to be borrowed from any bank or other person on such terms as the lender may be willing to advance; provided however that no debenture shall be issued by the Academy without sanction by way of Special Resolution of the Members.
- 5.7 Execution of Documents – All deeds, contracts, leases, transfers, licenses and any other instruments or documents whatsoever to be executed by the Academy may be signed by the President and one director or by any two directors who may be designated from time to time by the Board.



- 5.8 Cheques – All cheques, bills of exchange, promissory notes and other evidence of indebtedness issued in the name of the Academy shall be signed by such director or officer or agent of the Academy as may from time to time be determined by the Board and any such director or officer or agent may alone endorse notes or drafts for collection on account of the Academy’s bankers or the credit of the Academy.

ARTICLE 6 BOARD OF DIRECTORS – MEETINGS

- 6.1 Meetings – The Board shall convene at the request of any of the President, the Executive Committee, or such person or persons as may be directed by them, to consider all matters referred to the Board. Meetings of the Board may be held at such times and such places as the Board may from time to time determine. Additionally, any simple majority may demand a Board meeting upon written notice to the Secretary. The President shall convene the meeting not later than seven (7) days after receipt of the notice by the Secretary.
- 6.2 Notice – Notice of the meeting shall be communicated to each director not less than twenty-four (24) hours before the meeting is to take place provided however that the meetings of the Board may be held at any time without notice if all the directors are present or those absent have waived notice or have signified their consent in writing or verbally, to be confirmed in writing, to the meeting being held in their absence.
- 6.3 Quorum – A quorum for the transaction of business at any meeting of the Board shall be a simple majority of Board directors and notwithstanding any vacancy among the directors, a quorum of directors may exercise the powers of the Board.
- 6.4 If No Quorum – Unless there is a quorum, the Board shall not transact any business at a meeting other than filling a vacancy in the Board.
- 6.5 Resolution in Writing – A resolution in writing in lieu of a meeting shall be valid if signed in one or more counterparts by all of the directors entitled to vote on that resolution at a meeting of the Board and shall be effective as of the date specified in such resolution to be the effective date thereof.
- 6.6 Chairman – The President shall be the Chairman of any Board meeting. If he is not present within fifteen (15) minutes from the time appointed for holding the meeting, the Board may choose one of their number present to be the Chairman.
- 6.7 Show of Hands – All questions arising at a meeting of the Board shall be determined by a majority of votes on a show of hands. In the event of an equality of votes, the Chairman shall have a second or casting vote.



- 6.8 Vote by email – A question or proposal can be brought forth by email outside of a general meeting if a prompt answer is required. Voting on a motion put forth in an email must still have a quorum. It can be passed in accordance with the bylaws for a General Meeting as written above in section 6.7 with a show of hands being replaced by a yes or no vote in writing.
- 6.9 Irregularities – Notwithstanding any irregularities or non-compliance with these by-laws, all acts done by the Board are valid upon ratification at the next properly called meeting of the Board after notice of irregularity. Any acts not so ratified are void from inception.



ARTICLE 7 OFFICERS' ESTABLISHMENT

- 7.1 Appointment – Each Board of the Academy shall, promptly after the election of the Board at an Annual General Meeting, elect one (1) of its Members as the President of the Academy, one (1) of its Members as Treasurer of the Academy. Similarly, the Board may appoint any of the directors to any other office or position with the Academy as the Board may from time to time decide. Each officer shall be and remain during his office a director in good standing with the Academy.
- 7.2 Vacancy – In the event of a vacancy among the officers, the Board shall appoint a replacement officer from among the directors subject to ratification of the appointment by the Board at the next Board meeting, failing which, the appointment shall be cancelled and the Board shall elect a replacement officer.
- 7.3 Duties of President – The President shall:
- a) Endeavour to attend all meetings of the Academy, of its Board and of its Executive Committee, and shall preside over the proceedings of the Executive Committee and the Board;
 - b) Be the official spokesman for the Academy but he may delegate this power in regard to public pronouncements to any Active Member in good standing as he may decide;
 - c) Perform as supervisor to the General Manager; and
 - d) Act at all times in accordance with the lawful directives of the Board.



7.4 Duties of Secretary – The Secretary shall:

- a) Maintain minutes of all meetings of the Academy, its Board and its Executive Committee, and in the capacity he shall be clerk thereof; he may obtain and utilize the services of a stenographer and, in the absence of contrary direction from the President, that stenographer may attend all meetings with the Secretary;
- b) Maintain accurate records of Active Members and their addresses;
- c) Be responsible for the transmission of all notices required to be sent by law or pursuant to these by-laws on the directions of the President;
- d) Be responsible for the filing of all documents prescribed by law, including those necessary to obtain and maintain tax exempt status and any other privileges or exemptions which the Academy wishes to obtain;
- e) Be responsible for the safe-keeping of Academy documents; and,
- f) Perform any other duties that the Board may from time to time direct.

7.5 Duties of Treasurer – The Treasurer shall:

- a) Be responsible for the maintenance of all required books of account and financial records in cooperation with hire staff, if any; necessary to comply with the Society Act.
- b) Establish and maintain adequate systems for the control of all expenditures.
- c) Prepare or have prepared under his direction the proposed budget and its presentation by him to the Board for approval and amendment; subject to the provisions of these By-laws and the Society Act.
- d) Maintain the Academy within the expenditure of the accepted budget or with such alterations thereof as the Board may authorize;
- e) Establish and maintain adequate systems to ensure that the funds of the Academy are properly received, adequately protected and properly reported and accounted for in accordance with normal accounting procedures; and,
- f) Be bondable.



ARTICLE 8 GENERAL MANAGER

8.1 Appointment – Pursuant to Article 5.3, the Board may appoint a General Manager who shall:

- a) Be responsible to the Board for the general supervision, direction, material activities, occurrences, matters, and control of the day-to-day operation of programs, training, and competitions of the Academy;
- b) Communicate with the Board via the President;
- c) Ensure the proper execution of duties and responsibilities by Academy employees and volunteers;
- d) Recommend rates of pay and terms of employment for all employees as may be delegated to his jurisdiction by the Board;
- e) Be in attendance at all meetings of the Board and the Executive Committee when requested to do so; and,
- f) Be an authority of reasonable expenditures related to the operation of the Academy and as agreed upon by the Board.



ARTICLE 9 EXECUTIVE COMMITTEE

- 9.1 Appointment – The Board may establish an Executive Committee which shall consist of three (3) directors appointed by the Board. The Board may remove a director so appointed to the Executive Committee at any time and for any reason.
- 9.2 Vacancy in Executive Committee – Any vacancy occurring in the Executive Committee may be filled by the Board and the person so chosen shall hold the office for the remainder of the term of the vacating member.
- 9.3 Delegated Powers – The Board may by resolution from time to time delegate to the Executive Committee any or all of the powers of the Board to be exercised between meetings of the Board. The Executive Committee shall report to the Board all decisions made by it affecting the policy of operations of the Board. The Board may, by resolution, terminate delegation to the Executive Committee of any power so delegated to it but not so as to impair any act done or decision made by the Executive Committee in the exercise of such power prior to the termination of its delegation to the Executive Committee.



ARTICLE 10 FINANCE

- 10.1 Fiscal Year – The fiscal year of the Academy shall commence on the first day of April in each year and shall terminate on the last day of March in each following year.
- 10.2 Bank Account – All money belonging to the Academy shall be deposited in the bank account of the Academy at a branch of a chartered bank or trust company in Canada by any director, officer or agent designated by the Board for this purpose.
- 10.3 Audit – The books, accounts and records of the Academy shall be audited at least once a year by a duly qualified accountant appointed for that purpose at the Annual General Meeting or by two (2) directors designated by the Board. Complete and proper financial statements for the previous year shall be presented at the Annual General Meeting of the Academy for approval of Members.
- 10.4 Inspection – The financial books and records of the Academy may be inspected by any director or any Member of the Academy at any time upon giving reasonable notice to the Treasurer and arranging a time satisfactory of the officer or officers having charge of the same.



ARTICLE 11 RULES AND REGULATIONS

11.1 The Board shall have the full power to make such rules and regulations as it may from time to time consider necessary for the government and well-being of the Academy and the conduct generally of its Members and that such rules and regulations shall not be inconsistent with these by-laws or the provisions of any law.



ARTICLE 12 AMENDMENTS TO THE OBJECTS OR BY-LAWS

12.1 Amendments – The objects and by-laws of the Academy may be amended by Special Resolution of the Active Members in good standing.

12.2 Notice – Notice specifying the intention to propose a resolution to amend the objects or by-laws shall be given in the same manner as notice of an Annual General Meeting as set forth in Article 3.4 above, provided that, at the discretion of the Board, the entire content of the proposed amendment may either be:

- a) Published in and as part of the notice; or,
- b) Posted on a notice board, provided that, in each such instance, the notice of the resolution shall state the location of the notice board where the exact amendments are posted. Further, such postings shall occur not less than twenty-one (21) days prior the Annual General Meeting and the proposed amendment shall be retained on the notice board until the day following the Annual General Meeting.



ARTICLE 13 DISSOLUTION

13.1 Dissolution of the Academy shall be pursuant to the BC Societies Act [SBC 2015], Chapter 18, Part 10.



ARTICLE 14 RECORDS OF THE ACADEMY

14.1 Records – The Secretary or any other director specifically charges by the Board with the responsibility shall prepare, keep and maintain, or shall caused to be prepared, kept or maintained, at the registered office of the Academy, an official minute book which shall include:

- a) An original filed copy of the application for the incorporation of the Academy;
- b) An original filed copy of these by-laws and any amendments thereto;
- c) The originals of the minutes of all General Meetings (including the financial statements of the auditors of the Academy presented at each Annual General Meeting);
- d) The originals of the minutes of all meetings of the Board and the Executive Committee;
- e) All notices concerning the registered office of the Academy;
- f) Filed copies of all annual returns made to the Registrar of Companies pursuant to the Act;
- g) A register of the directors of the Academy;
- h) A register of the officers of the Academy; and,
- i) A register of all mortgages and other security documents granted by the Academy.

14.2 Register of Members – The Academy shall keep a register of every current Member and past Members up to 10 years:

- a) Full name, residential address, phone number and email address;
- b) Date of admission as a Member;
- c) If the Member is not an individual, or is a minor Active Member, the name and address of the Representative in respect of that membership; and,
- d) The date on which that person ceases to be a Member.

14.3 Inspection of Records – The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the records of the Academy or any of them shall be open for inspection by the Members not being directors. No Member who is not a director shall have any right to inspect the records of the Academy except as may be conferred by law or authorized by the Board.

ARTICLE 15 MISCELLANEOUS

- 15.1 Notices – Any notice, request, demand or other instrument which may be required or permitted to be delivered, given, sent, or served by the Academy upon a Member shall be sufficiently delivered, given sent, or served upon the Member if in writing and if either delivered by hand to the Member or mailed by ordinary mail addressed to the Member at the address of the Member recorded in the register maintained pursuant to Article 14.2. A Member may change the address on the register at any time and from time to time by written notice to the Academy. In the case of the Academy, any notice, request, demand or other instrument may be mailed by ordinary mail addressed to the Academy at its registered office. Any document delivered by hand shall be deemed to have been received on the date of actual receipt, any document mailed shall be deemed to have been received on the fourth day after mailing, excluding Saturdays, Sundays and statutory holidays. Notwithstanding the forgoing, where there is a strike, lock-out, threatened strike or lock-out or similar disruption in the Canadian postal service at the time of mailing of any notice hereunder, or within five (5) days either before or after the date of such mailing, then notice shall be effected by posting the same on the notice board or by publication of a notice in a local newspaper.
- 15.2 Responsibility of Loss – Upon becoming Member of the Academy, each Member, shall be conclusively deemed to have agreed that neither the Academy nor any director, officer, employee, agent, or manager thereof shall be responsible in any way whatsoever for any loss of any property of any Member or any guests nor for any damage or loss whatsoever sustained by any Member or his guests in or about the facilities of the Academy arising directly or indirectly from the use or occupation of the facilities of the Academy.



ARTICLE 16 INDEMNITY

16.1 Except in respect of an action by or on behalf of the Academy to obtain a judgment in its favour, the Academy shall indemnify and save harmless any director or former director of the Academy, his heirs, executors, administrators, successors, and assigns against all liabilities, costs, damages, charges, and expenses incurred while acting in good faith on behalf of the Academy, unless the same were sustained or incurred as a result of his own fraud, dishonesty, willful neglect, or willful default.