

SPEARHEAD HUTS SOCIETY

S-65175

BYLAWS

Part 1 - Interpretation

1.1 In the constitution and these bylaws:

- a) "Act" means the Society Act, as from time to time amended,
- b) "AGM" means an annual general meeting,
- c) "Board" or "Board of Directors" means the directors of the Society for the time being, acting as a body,
- d) "director" means a director of the Society,
- e) "general meeting" means an AGM or a special general meeting,
- f) "member" means a member of the Society,
- g) "registered address" means a member's address as recorded in the register of members,
- h) "Society" means Spearhead Huts Society,
- i) "Vancouver Section" means Alpine Club of Canada – Vancouver Section,
- j) "Whistler Section" means Alpine Club of Canada – Whistler Section,
- k) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means,
- l) "constitution", "bylaws", "special resolution", "register of members" and "ordinary resolution" have the meaning given to them in the Act, and
- m) the singular includes the plural and vice versa.

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

1.3 Each member is entitled to and the Society must on request give the member a copy of the constitution and bylaws, without charge.

1.4 1) The constitution and bylaws, where alterable, can only be amended or added to by special resolution.

2) A special resolution must be approved by ordinary resolutions of the Vancouver Section and the Whistler Section.

1.5 The activities and purposes of the Society must be carried on without purpose of gain for its members, and any income, profits or other accretions must be used to promote the purposes of the Society.

1.6 Where a conflict occurs between the constitution or the bylaws and the Act or the Regulations to the Act, the Act or the Regulations prevail.

Part 2 - Membership

- 2.1** 1) The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
- 2) A member must support the purposes of the Society.
- 3) There are two categories of members, General Members and Associate Members.
- 4) A General Member becomes a General Member on being elected or appointed as a director, and ceases to be a General Member on ceasing to be a director.
- 5) An Associate Member is a person or a corporation, association, or other organization, whether incorporated or not.
- 2.2** 1) An application to become an Associate Member must:
- a) be in writing and in a form approved by the Board,
 - b) include the full name, home address, e-mail address, and telephone number of the applicant,
 - c) in the case of an applicant that is a corporation, association, or other organization, name an authorized representative, and
 - d) include annual membership dues, if required.
- 2) The Board may in its sole discretion approve, postpone, or refuse an application for Associate Membership. The Board must approve an application for Associate Membership from a member in good standing of the Vancouver Section or the Whistler Section.
- 3) The amount of annual membership dues for Associate Members (if any), and the date by which they must be paid, must be determined by the Board. A General Member pays no annual membership dues.
- 2.3** Membership is not transferable.
- 2.4** Every member and director must comply with:
- a) the Act and the Regulations to the Act,
 - b) the constitution and bylaws of the Society,
 - c) any rules, regulations and policies made by the Society, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.5** An Associate Member ceases to be a member on:
- a) delivering a written resignation to the Society,
 - b) in the case of a corporation, association, or other organization, on being wound up or dissolved,
 - c) having been a member not in good standing for 30 days, or
 - d) being expelled.
- 2.6** A member becomes a member not in good standing on failing to pay:
- a) a debt due and owing to the Society, or

- b) annual membership dues by the date set by the Board.
- 2.7**
- 1) An Associate Member may be expelled by special resolution.
 - 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
 - 4) A General Member cannot be expelled.

Part 3 - Meetings of Members

- 3.1**
- 1) Subject to bylaw 3.3, general meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
 - 2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
 - 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2**
- 1) The Board may when it thinks fit convene a special general meeting.
 - 2) The members may requisition a general meeting pursuant to the Act.
- 3.3** The Society may forego any actual meeting required by the bylaws if all voting members sign consent resolutions providing for all the business required at an AGM.

Part 4 - Notice to Members

- 4.1**
- 1) Notice of a general meeting must:
 - a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business,
 - b) include any special resolution to be proposed at the meeting, and
 - c) be given to all members not less than 14 days before the meeting.
 - 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.2**
- 1) Notice of a general meeting must be given to:
 - a) every member shown on the register of members on the day notice is given,
 - b) the Vancouver Section and the Whistler Section, and
 - c) the auditor, if any.
 - 2) No other person is entitled to receive a notice of general meeting.
- 4.3** A notice may be given to a member either personally, by mail, by fax, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.
- 4.4**
- 1) A notice mailed from the Society's office is deemed to have been received five days after being mailed.

2) A notice sent by e-mail, fax or other electronic means is deemed to have been received 24 hours after being sent.

4.5 A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, or telephone number.

Part 5 - Proceedings at General Meetings

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

- a) elect an individual to chair the meeting, if necessary;
- b) determine if 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 AGM,
 - 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 AGM,
 - 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.

5.2 Special business is:

- a) all business at a special general meeting except the adoption of rules of order, and
- b) all business at an AGM, except:
 - i) the adoption of rules of order, if required,
 - ii) approval of the minutes of the last preceding AGM, and any intervening general meetings,
 - iii) the report of the Board,
 - iv) consideration of the financial statements,
 - v) the report of the auditor, if any,
 - vi) appointment of the auditor, if any,
 - vii) resolutions, if any, and
 - viii) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

5.3 1) Quorum at a general meeting is not less than three General Members present at all times, including one who is a member of the Vancouver Section and one who is a member of the Whistler Section.

2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.

3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.4 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than fourteen days later. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this bylaw need not be given to members not present.

5.5 1) A general meeting may be adjourned from time to time and from place to place, but no business may 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 more than fourteen days, notice of the adjourned meeting must be given as for the original meeting.

3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

5.6 1) The President, or in the absence of the President the Vice-President, or in the absence of both the President and the Vice-President one of the other directors present, must preside as chair of a general meeting.

2) If at a general meeting no director is present within 15 minutes after the time appointed for holding the meeting, or none of the directors present is willing or able to act as chair, the meeting must choose a member who is present to be chair.

5.7 1) In the case of an equality of votes at a general meeting, the President does not have a casting or second vote in addition to the vote to which the President has the right as a member, and the resolution is defeated.

2) A resolution, question or motion proposed at a general meeting must be seconded.

5.8 1) A General Member has the rights to notice of, to attend, to speak and to vote at a general meeting.

2) An Associate Member has the rights to notice of, to attend, and to speak at a general meeting, but not to vote.

3) A member of the Whistler Section or the Vancouver Section who is not a General or an Associate Member has the right to attend a general meeting, but cannot speak except as permitted by the chair of the meeting, and cannot vote.

4) A question, motion or resolution arising at a general meeting must be decided by a majority of votes, except where otherwise required.

5) Except where otherwise required, or when a majority of the General Members present request a secret ballot, voting is by show of hands.

6) A special resolution must be decided by two thirds (2/3) of the votes of the voting members at the meeting.

7) Proxy voting is prohibited.

5.9 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

6.1 The Board may exercise all the powers of the Society, and do all the things that the Society may do, subject to:

- a) the constitution and the bylaws, and
- b) all laws affecting the Society.

6.2 1) There must be seven directors, including:

- a) two elected by the Whistler Section, who must be members of the Whistler Section,
- b) two elected by the Vancouver Section, who must be members of the Vancouver Section, and
- c) three directors elected by the other four directors at the first meeting of the Board following the AGM, or as otherwise required, who need not be members of the Vancouver Section or the Whistler Section.

2) A director, and a candidate for election as a director, must:

- a) consent to being a director, sign a Consent to Act form, and
- b) be qualified to be a director under section 44 of the Act.

3) The Whistler Section and the Vancouver Section must promptly notify the Society of any change in the directors elected by them under bylaw 6.2 (1).

4) The term of office of a director elected pursuant to bylaw 6.2 (1)(a) or 6.2 (1)(b) begins on the date on which the Society is notified of the election, and ends when another person is elected to fill the position.

5) The term of office of a director elected under bylaw 6.2 (1)(c) begins on the date of election, and ends when another person is elected to fill the position.

6) A director may be re-elected.

6.3 A director ceases to be a director on:

- a) the director's term of office expiring in accordance with bylaw 6.2,
- b) resigning in writing,
- c) death,
- d) being dismissed in accordance with bylaw 6.5,
- e) becoming unable to perform the duties of a director due to physical or mental disability, or
- f) failing to attend three consecutive regular meetings of the Board without the consent of the Board, which consent must not be unreasonably withheld.

6.4 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.

- 6.5** 1) The members may by special resolution dismiss a director elected under bylaws 6.2 (1)(a) or 6.2 (1)(b) before the expiration of the director's term of office.
- 2) The director appointed pursuant to bylaw 6.2 (1)(c) may be dismissed by unanimous resolution of the other four directors.
- 3) If a director is dismissed under bylaw 6.5 (1) or 6.5 (2), that director must promptly be replaced by another person qualified under bylaw 6.2.

Part 7 - Proceedings of the Board

- 7.1** 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- 2) Quorum at a meeting of the Board is not less than two directors, and not less than one director elected by the Whistler Section and one director elected by the Vancouver Section must be present at all times.
- 3) A director may at any time require that quorum for voting on a resolution, motion or question at a meeting of the Board be four directors.
- 4) A meeting of the Board may be called by:
- a) the President, or
 - b) any three directors, or
 - c) resolution of the Board.
- 5) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or facsimile. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.
- 7.2** When a meeting of the Board is held immediately following the election of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.3** A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
 - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.4** 1) Except where otherwise required, a question, motion or resolution arising at a meeting of the Board or a committee must be decided by a majority of votes.
- 2) A resolution, question or motion proposed at a meeting of the Board or a committee need not be seconded, and the chair of a meeting may move or propose a resolution, question or motion.
- 3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion, question or resolution is defeated.
- 7.5** A resolution in writing signed by 75% or more of the directors then in office is as valid and effective as if regularly passed at a meeting of the Board.

- 7.6** 1) The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee.
- 2) The Board must by resolution determine the names, chair, members, authority and responsibilities of a committee.
- 3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.
- 7.7** Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Directors' Duties and Conflicts

- 8.1** 1) A director must, when exercising the powers and performing the functions of a director,
- a) act honestly and in good faith with a view to the best interests of the Society,
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - c) act in accordance with the Act and the regulations, and
 - d) subject to paragraphs (a) to (c), act in accordance with these bylaws.
- 2) Without limiting subsection (1), a director of the Society, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Society.
- 3) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.
- 8.2** Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:
- a) the duty to act in accordance with the Act and the regulations, or
 - b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.
- 8.3** A director must not be remunerated for acting as a director unless such remuneration is approved by a resolution of the members, and any such remuneration must be reported in a note to the financial statements of the Society; however, in accordance with bylaw 8.7, a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
- 8.4** A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must:
- a) disclose fully and promptly the nature and extent of the interest to each of the other directors,
 - b) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of such proposed contract or transaction;

- c) leave the directors' meeting, if any:
 - (i) when the contract, transaction or matter is discussed, unless asked by the other directors to be present to provide information, and
 - (ii) refrain from any action intended to influence the discussion or vote.

8.5) A director referred to in bylaw 8.4 must pay to the Society an amount equal to any profit made as a consequence of the Society entering into or performing the proposed contract or transaction:

- a) unless:
 - i) the director discloses the interest as required by bylaw 8.4, and otherwise complies with section 56 of the Act, and
 - ii) after the disclosure the proposed contract or transaction is approved by a directors resolution, or
 - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
- b) unless:
 - i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
 - ii) after full disclosure to the members of the nature and extent of the interest in the contract or transaction, it is approved by special resolution.

8.6 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in bylaw 8.5(1)(a) or (b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:

- a) prohibit the Society from entering into the proposed contract or transaction,
- b) set aside the contract or transaction, or
- c) make any order that it considers appropriate.

8.7 The Society may indemnify a director or former director of the Society, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Society, if:

- a) the director acted honestly and in good faith with a view to the best interests of the Society, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

8.8 Where a member of a director's family, or a person or corporation with whom a director is not at arm's length within the meaning of the Income Tax Act, is directly or indirectly interested in a proposed contract or transaction with the Society, the director must fully and promptly disclose the nature and extent of the interest to each of the other directors.

Part 9 – Officers

9.1 1) The Board must at its first meeting following the AGM elect from amongst the directors a President, a Vice-President, and a Secretary-Treasurer, who are the elected officers, and may elect such other officers as it deems necessary.

2) The Board may:

- a) dismiss an elected officer at any time, and elect another director to take that person's place, and
- b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.

3) An elected officer ceases to be an elected officer on:

- a) ceasing to be a director,
- b) being dismissed under bylaw 9.1 (2)(a), or
- c) resigning in writing.

9.2 The President:

- a) must supervise the other officers in the execution of their duties,
- b) is the chief executive officer of the Society, unless there is an employee who has been appointed to that role by the Board,
- c) must chair all meetings of the Board and all general meetings, and
- d) has the powers and duties generally pertaining to the office of President, subject to resolution of the Board.

9.3 In the absence or inability of the President, the Vice-President must perform the duties of the President.

9.4 The Secretary-Treasurer must do or make necessary arrangements for the following:

- a) issue notices and keep minutes of meetings of the Society and the Board,
- b) conduct the correspondence of the Society,
- c) prepare and file all legal, financial and other reports required of the Society, or cause them to be prepared and filed,
- d) have custody of all records and documents of the Society except those which must be kept by the treasurer,
- e) have custody of the common seal of the Society, if any,
- f) maintain the register of members,
- g) keep the financial records, including books of account, necessary to comply with the Act,
- h) render financial statements to the Board, members, and others when required, and
- i) receive and bank monies collected from members or other sources.

9.5 In the absence of the Secretary-Treasurer from a meeting, the Board must appoint another person to act as Secretary-Treasurer.

9.6 1) The Board may appoint a Senior Manager, and determine the remuneration and terms and conditions of employment of that person.

- 2) The Senior Manager:
- a) is an appointed officer and must meet the qualifications of a director under section 44 of the Act,
 - b) reports to the Board,
 - c) is responsible for management of the operations and employees of the Society, subject to the direction of the Board,
 - d) may also be titled the General Manager or Chief Executive Officer, and
 - e) has the right to receive notice of, attend, and speak at, but not to vote at, Board meetings.

Part 10 – Borrowing and Investment

- 10.1** 1) In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 2) A debenture must not be issued unless it has been approved by a special resolution.
- 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 10.2** The Board must only invest the funds of the Society as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.
- 10.3** Subject to the Personal Information Protection Act and other applicable laws, the:
- a) financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice,
 - b) other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board, and
 - c) documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.
- 10.4** The Board must determine, by resolution, the:
- a) financial year of the Society, and
 - b) signing officers of the Society, and their authority.
- 10.5** 1) The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 2) The seal must be kept at the head office of the Society.

Part 11 – Auditor

- 11.1** This Part applies only where the Society is required or has resolved to have an auditor.
- 11.2** At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or some other form of review.
- 11.3** An auditor may be removed by ordinary resolution.

- 11.4 An auditor must be promptly informed in writing of appointment or removal.
- 11.5 No director and no employee of the Society can be auditor.
- 11.6 The auditor may attend general meetings.
- 11.7 The Board must fill all vacancies arising in the office of auditor between AGMs.

Part 12 – Winding Up

12.1 In the event of the winding-up or dissolution of the Society, all the assets of the Society remaining after the payment or satisfaction of its liabilities, including the remuneration (if any) of a liquidator, payment to employees of the Society of any arrears of salaries or wages, and payment of any debts of the Society, must be given to organizations that are qualified donees as described in the Income Tax Act (Canada) and that:

- a) have purposes similar to those of the Society, or
- b) are designated by the members of the Society at the time of winding-up or dissolution.