

## Draft Version

Nov.20, 2008

## **BY-LAWS OF THE EBB TIDE RUGBY CLUB**



### **Part 1 - Interpretation**

1.01 (1) In these by-laws, unless the context otherwise requires,

- (a) "Club" means the Ebb Tide Rugby Club which plays in the Pacific NorthWest Over 40 league (PNW), under the umbrella of the British Columbia Rugby Union (BCRU).
- (b) "directors" means the directors of the Ebb Tide Rugby Club and "Board" means the board of directors of the Ebb Tide Rugby Club;
- (c) "members" means the members of the Ebb Tide Rugby Club for the time being;
- (d) "registered address" of a member means his address as recorded in the register of members;
- (e) "Rugby" means the game of Rugby Union as framed and interpreted by the International Rugby Board;
- (f) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
- (g) "Union" means the British Columbia Rugby Union (BCRU).

1.02 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

1.03 The definitions in the Society Act on the date these bylaws become effective will apply to these bylaws except in the event of inconsistency in a definition between the bylaws and the Society Act, the definitions in the bylaws shall be paramount.

### **Part 2 - Membership**

2.01 Members shall be admitted to and removed from membership as provided in these by-laws. The rights, duties and privileges of members shall be as set out in these by-laws.

2.02 The members of the Club shall be those persons who are appointed as members or whose applications for membership in the Club are accepted by the directors.

2.03 A person, upon approval, shall be admitted to membership as a FULL MEMBER, an SOCIAL MEMBER, a DUAL MEMBER, or an LIFE MEMBER, provided that the proposed member:

- (a) has a permanent mailing address;
- (b) pays such fee as may be prescribed by the directors at the

time of its approval of the application.

2.04 FULL MEMBERS. The directors may admit to Full Membership:

- (a) those who have paid the annual playing fees as set by the directors;
- (b) others as the directors may decide.

2.05 SOCIAL MEMBERS. The directors may admit to Social Membership:

- (a) those who have paid the annual social fees as set by the directors;
- (b) others as the directors may decide.

2.06 DUAL MEMBERS. The directors may admit to Dual Membership;

- (a) those who have paid the annual playing fees set by a regular club team playing under the governance of the BCRU *and* who have paid the full membership dues of the Ebb Tide RFC minus the cost of BCRU insurance.

2.07 PRACTICING SOCIAL MEMBERS. The directors may admit to Practicing Social Membership:

- (a) those who have paid the annual practicing social fees as set by the directors;
- (b) others as the directors may decide.

2.08 LIFE MEMBERS. The directors shall admit to Life Membership a person approved by a majority of the Members of the Club voting at a general meeting of the Club upon the proposal of the directors therefore in recognition of such person's interest, support and service to the Club.

2.09 All members, in good standing, shall be entitled to attend meetings of the members.

2.10 All members, in good standing, shall be entitled to vote at meetings of the members.

2.11 The directors may from time to time recommend the fees, dues, subscriptions or levies, if any, to be paid by members and which may vary depending on category of membership.

2.12 Each Full Member, Dual Member, Practicing Social, and Social Member shall be in good standing provided that such member:

- (a) shall have paid the annual dues set by the directors for such membership or all other monies owed by him to the Club not later than thirty (30) days after published notice from the Club for payment;
- (b) shall continue to be engaged in the playing, administration or support of Rugby within British Columbia
- (c) shall not be in conflict or non-conformity with the Laws of Rugby promulgated by the International Rugby Board;

(d) shall maintain his permanent mailing address and shall have advised the secretary of the Club of any change thereof;

(e) shall remain in compliance with the constitution and by-laws of the Club;

(f) conducts his affairs to the satisfaction of the directors, which satisfactory conduct shall be presumed in the absence of a resolution by majority of the directors to the contrary; and

(g) shall not have resigned from membership, died, been found incapable of managing his own affairs by reason of mental or physical infirmity, been dissolved or been expelled in accordance with these by-laws.

2.12 A member may resign from membership in the Club by delivery of a written notice of resignation to the Club at its registered address, which shall be effective upon the date of actual receipt thereof by the Club.

2.13 A member may be suspended from membership by the directors without notice upon the event of his failing to maintain the conditions of his membership category.

2.14 In the event that a member shall be suspended from membership by reason of section 2.13, such member shall be expelled upon the expiration of twelve (12) months from the date of the commencement of the suspension unless the member shall have corrected the deficiency to the satisfaction of the directors.

2.15 A corporation, a society and an individual under the age of majority may, in the discretion of the directors, be admitted as a member of the Club.

2.16 Every member shall uphold the constitution and comply with these by-laws.

2.17 Any member who ceases to be a member of the Club forfeits all rights, claims, privileges or interest arising from membership in the Club.

2.18 Each Life Member shall remain in good standing unless such member shall have resigned from membership or shall have died.

### **Part 3 - Meetings of Members**

3.01 General meetings of the Club shall be held at such time and place, in accordance with the *Society Act*, as the directors decide.

3.02 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.03 The directors may, whenever they think fit, convene an extraordinary general meeting and must convene such a meeting upon written requisition therefore signed by not less than ten (10%) percent of the Members, upon notice in writing, *or e-mail, or fax* therefore of not less than fourteen (14) days, which requisition specifies the business and purpose for such a meeting

3.04 (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

(3) No business shall be conducted at an extraordinary general meeting of the members of the Club except as may be set forth in the notice of the meeting.

3.05 There shall be an annual general meeting of the members of the Club during May of each year, or at such other time as the directors may determine but not greater than 15 months after the adjournment of the previous annual general meeting, upon notice in writing, *or e-mail, or fax* therefore of not less than twenty-one (21) days, to all Members in good standing advising of the time, place, date and agenda for the annual general meeting.

3.06 The Agenda for the annual general meeting shall contain the following business:

- (a) Approval of the Minutes of the last annual general meeting;
- (b) Report of the treasurer, and as may be required, the appointment of an Auditor;
- (c) Receipt of the financial statements;
- (d) Fixing of annual and admission dues and fees;
- (e) Reports of the directors;
- (f) Reports of the committees of the Club;
- (g) Election of the directors of the Club;
- (h) Amendments to the constitution or by-laws of the Club;
- (i) Other Business; and
- (j) Termination.

3.07 A resolution in writing, signed by all the Members of the Club, and placed with the minutes of the members is as valid and effective as if regularly passed at a meeting of members.

#### **Part 4 - Proceedings at General Meetings**

4.01 Special business is:

(a) all business at an extraordinary general meeting except the adoption of rules of order; and (b) all business that is transacted at an annual general meeting except:

(b) the adoption of rules of order; (ii) the consideration of the financial statements; (iii) the report of the directors; (iv) the report of the auditor, if any; (v) the election of directors; (vi) the

appointment of the auditors, if required; and (vii) such other business as, under these by-laws, ought to be transacted at a general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.02 (1) No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(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.

(3) Subject to section 4.03, a quorum for a general meeting of the members is the presence of not less than twenty-five (25%) percent of Members, present in person or by proxy.

4.03 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, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the following meeting, a quorum as defined in subsection 4.02(3) is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.04 Each Member shall be entitled to one vote.

4.05 No person shall be entitled to cast a vote on behalf of any Member unless, prior to the vote, the secretary of the Club receives a written designation by the respective member.

4.06 The president of the Club, or if the president is absent, unable or unwilling to act, the vice-president, or in the absence, inability or unwillingness of both, one of the other directors present shall preside as Chair of a general meeting, but if at a general meeting

(a) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting; or

(b) the president and all the other directors present are unwilling to act as Chair, the members present shall choose one of their number to be Chair.

4.07 (1) A 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 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting except as provided in this by-law.

4.08 (1) Any Member may propose a resolution and it must be seconded by another Member and the Chair of a meeting may move or propose a resolution.

(2) In case of an equality of votes the Chair shall have a casting vote but shall not otherwise be entitled to vote at a general meeting of members.

(3) Votes at a general meeting of the members shall be by show of hands, except upon the demand for a secret ballot prior to the vote being held by any person entitled to cast a vote upon behalf of a Member, in which event the vote shall be conducted by secret ballot.

(4) Except where required by the operation of law or by these By-laws otherwise, votes shall be determined by a simple majority at general meetings of the members of the Club.

4.09 Any director shall be entitled to speak or propose motions or resolutions at a general meeting of the members, but shall not be entitled to vote (unless such person is a designated representative pursuant to section 4.05 ) or except as Chair pursuant to subsection 4.08(2).

4.10 Except as these by-laws may otherwise require, procedure at general meetings of the members of the Club shall be governed by the then most current edition of Robert's Rules of Order.

4.11 All members shall be entitled to attend and subject to the direction of the Chair, speak at all general meetings of Members.

## **Part 5 - Directors**

5.01 (1) The business and affairs of the Club, except where required by these by-laws or the operation of law to be conducted by the members of the Club, shall be conducted by the directors. The directors may exercise all such powers and do all such acts and things as the Club may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in general meetings but subject, nevertheless, to the provisions of

(a) all laws affecting the Club;

(b) these by-laws; and

(c) rules, not being inconsistent with these by-laws, which are duly passed from time to time by the Club in general meetings.

(2) No rule, duly passed by the Club in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

5.02 (1) The Members may by ordinary resolution from time to time determine the number of directors, but there shall be at least 6 directors in addition to the immediate past president of the Club who shall be an *ex-officio* director.

(2) Any individual Social Member in good standing is eligible for election or appointment as a director.

(3) A director may resign by sending a notice in writing to the Club.

(4) The directors may expel a director from the Board who is absent without reasonable excuse

from 3 successive meetings of the directors.

(5) Any director who is expelled from membership in the Club or who ceases to be a member in good standing is deemed to have resigned as director upon such expulsion or upon ceasing to be a member in good standing.

5.03 The initial terms of office of the directors will be as follows:

(1) Any director whose office has expired will be eligible for re-election.

(2) Where the Club fails to hold an annual general meeting in accordance with the *Society Act*, the directors then in office will be deemed to have been elected or appointed as directors on the last day on which the annual general meeting could have been held pursuant to these by-laws and they may hold office until other directors are appointed or elected or until the day on which the next annual general meeting is held.

(3) If, at any annual general meeting at which an election of directors ought to take place, the places of the retiring directors are not filled up, those of the retiring directors as may be required by the newly elected directors will, if willing, continue in office until further new directors are elected at a general meeting specially convened for that purpose or at the annual general meeting in the next or some subsequent year, unless it is determined to reduce the number of directors.

(4) An election may be by acclamation; otherwise it may be by show of hands by simple majority of the votes cast by those voting unless a Member in good standing demands, prior to the vote being held, a ballot in which case the election shall be by secret ballot and shall be by simple majority of the votes cast by those voting.

(5) Any member may be nominated for election as a director.

5.04 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors for the remainder of the term.

5.05 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

5.07 The Members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office, but no director shall be removed until he or she has been given notice of the proposed action and an opportunity to be heard by the members at a general meeting.

5.08 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Club, and the Club may purchase and maintain insurance for the benefit of a director against personal liability incurred by a director, at the discretion of the directors.

## **Part 6 - Proceedings of Directors**

6.01 (1) The directors may meet together at such places as they think fit, adjourn and otherwise

regulate their proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.

(3) The president shall be Chair of all meetings of the directors, or if unwilling or unable, may choose another director to chair the meeting.

(4) If at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as Chair, but if neither is present the directors present may choose one of their number to be Chair at that meeting.

(5) A director may at any time convene a meeting of the directors, and on the request of a director, the secretary shall, convene a meeting of the directors.

6.02 (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors or others as they think fit and shall designate the Chair of each such committee.

(2) 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 to the earliest meeting of the directors to be held next after it has been done.

6.03 (1) Questions arising at any meeting of the directors or of a committee of directors shall be decided by a majority of votes and each director shall have one vote.

(2) In case of an equality of votes the Chair does not have a second or casting vote.

6.04 If at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be Chair of the meeting.

6.05 The members of a committee may meet and adjourn as they think proper.

6.06 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

6.07 A director who may be absent temporarily from British Columbia may send or deliver to the address of the President a waiver of notice, which may be made by letter, fax or verifiable electronic means, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

(a) no notice of meeting of directors shall be sent to that director; and

(b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.



6.08 Questions arising at a meeting of directors or committee of directors needs to be seconded and the Chair of a meeting may move or propose a resolution.

6.09 A resolution in writing, signed by all the directors or all of the members of a committee, and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors or of a committee.

## **Part 7 - Officers**

7.01 (1) Subject to these by-laws, the members shall elect such of their number as they see fit to hold the offices of president, vice-president, secretary and treasurer. Election to the office of president, vice-president, secretary and treasurer are for a term of two years, expiring at the second annual general meeting after his/her appointment. The terms of the president and vice-president must be staggered to provide for overlapping terms of office.

(2) Any officer may be removed at any time by resolution of the directors.

7.02 (1) The president shall preside at all meetings of the Club and of the directors.

(2) The president shall supervise the other officers in the execution of their duties.

7.03 The vice-president shall carry out the duties of the president during the president's absence.

7.04 The secretary shall be responsible (but may delegate) to:

(a) conduct the correspondence of the Club;

(b) issue notices of meetings of the Club and directors;

(c) prepare in consultation with the president the agendas for meetings of the directors and the Club;

(d) prepare and keep minutes of all meetings of the Club and directors;

(e) have custody of all records and documents of the Club except those required to be kept by the treasurer;

(f) have custody of the common seal of the Club;

(g) maintain the register of members;

(i) maintain the stock of Club paraphernalia, including crests, ties, caps, pins and plaques and the record of recipients thereof.

7.05 The treasurer shall be responsible (but may delegate) to:

(a) maintain and keep such financial records, including books of account, as are necessary to comply with the *Society Act*; and

(b) render financial statements to the directors, members and others when required.

7.06 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

7.07 The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

7.08 The directors may appoint other such officers, consultants, committees, agents or persons as they think fit, and define the duties, responsibilities, remuneration and authority of such persons.

### **7.09 Other Officers**

The executive of the club may also included Directors responsible for;

Membership and Dues

Social Functions

Fields

Quartermaster/Supplies

Captain

Member at Large

These Directors sit on the executive Board of the club and are elected to their positions at an annual general meeting. Positions are held for two year terms with an effort made to stagger the terms.

### **Part 8 - Indemnification of Directors**

8.01 Directors will be indemnified by the Club to the greatest extent permitted by law.

8.02 Every Director of the Club and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the society, from and against:

(a) all costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, in respect of any act, deed, matter of thing whatsoever, made, done or permitted by the Director, in or about the execution of the duties of the Director's office or in respect of any such liability; and

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Director's own willful neglect or default.

### **Part 9 - Seal**

9.01 The directors may provide a common seal for the Club and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

9.02 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and any other director, the vice-president and any other director, or the secretary and any other director.

#### **Part 10 - Finances**

10.01 In order to carry out the purposes of the Club the directors may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in such manner as they see fit.

10.02 The directors may invest funds of the Club at their sole discretion in securities and investments but that any such investments must be made to give the best possible return while conserving the capital invested.

10.03 The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting, and no such restriction is effective against any person other than a member or a director of the Club.

#### **Part 11 - Auditor**

11.01 This Part applies only where the Club is required or has resolved to have an auditor.

11.02 The Members, by ordinary resolution, shall appoint an auditor annually at the annual general meeting, and shall fill any vacancy in the office of the auditor.

11.03 An auditor may be removed at any time by a resolution of the Members.

11.04 An auditor shall be informed forthwith in writing of appointment or removal.

11.05 The auditor may attend and speak at general meetings and is entitled to receive every notice and other communication relating to a meeting that a member is entitled to receive in like manner as a member.

#### **Part 12 - Records**

12.01 Documents of the Club shall be kept at the registered office unless the directors resolve otherwise.

12.02 A director and the auditor may inspect documents of the Club during normal business hours.

12.03 No member (who is not a director) nor any member of the public may inspect any documents of the Club (other than those which the directors from time to time determine by resolution shall be available or which such persons are entitled to inspect by law) and if such inspection shall be permitted, it shall be during normal business hours at the place where the records of the Club are kept if the person wishing such inspection has served the Club with 2 clear days a notice of intention to inspect, in writing, stating the documents to be inspected.

#### **Part 13 - Notices of Members**

13.01 A notice may be given to a member either personally, by verifiable electronic means or by mail to the member at the member's registered address.

13.02 Notice may be given to the directors or to the Club by delivery, verifiable electronic means or mail to the registered address of the Club.

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

13.04 Notice of a general meeting shall be given to:

- (a) all Members shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 11 applies.

#### **Part 14 - Discipline**

14.01 The directors shall have the power to discipline, for any infringement of the Laws of Rugby, by-laws of the Club or conduct which in the opinion of the directors is prejudicial to Rugby or the Club:

- (a) any member;
- (b) any director or officer of the Club;
- (c) any player, referee, touch judge, club member or executive, and visiting member of a rugby club or team in respect of activities under the direct jurisdiction of the Club; and
- (d) by way of appeal, any person subject to discipline by a member of the Club, including the exercise of discipline in the event of a failure to discipline by the member.

14.02 Members of the Club shall exercise discipline over incidents arising from activities under the jurisdiction of the Club, except over incidents arising from activities under the immediate jurisdiction of the BCRU when discipline will be exercised directly by the BCRU.

14.03 The power of the directors to exercise discipline hereunder may be delegated, except in the event of an appeal, to a discipline committee to be appointed by the President.

14.04 A Discipline Committee appointed hereunder, or the directors, as the case may be, shall determine the procedure for the conduct of the inquiry subject to:

- (a) reasonable and fair notice to all affected parties;
- (b) reasonable opportunity, consistent with fairness and natural justice, for affected parties to be heard and to hear the evidence considered by the tribunal; and
- (c) reporting to the Board, and the affected parties in writing as to the findings and disposition.

14.05 A Discipline Committee, or the directors, as the case may be, may impose the following penalties upon a person subject to the discipline of the Club hereunder or any combination thereof:

- (a) no further penalty;
- (b) reprimand;
- (c) reprimand and recording of the incident to be considered in the event of any subsequent disciplinary proceeding against the person;
- (d) fine;
- (e) suspension for a specified period of time from any or all activities in playing, administration or other participation in Club Rugby ;
- (f) limitation or restriction upon participation in Rugby for a specified period of time;
- (g) expulsion from any category of membership in the Club.

14.06 Any person aggrieved by the disposition of a disciplinary matter by a Discipline Committee of a member or by the Discipline Committee of the Club may appeal the matter to the directors of the Club which shall hear the matter *de novo*, but no such appeal shall result in a stay of the order of the Discipline Committee, except upon the order therefore of the directors.

14.07 Any person aggrieved by a decision of the directors in a matter of discipline, whether in first instance or on appeal, may appeal to the Union, by application in writing to the secretary. Such appeal shall be heard, *de novo*, at the next general meeting of the members scheduled more than twenty-eight (28) days after the appeal application is delivered to the secretary.

14.08 Any appeal shall be commenced by an application in writing therefore delivered to the secretary of the Club, not later than seven (7) days after the delivery of notice of the decision from which the appeal is taken. In their discretion, the directors may extend the time for delivery of the application for an appeal.

14.09 An application for an appeal shall identify the decision appealed from, the grounds of the appeal and the remedy sought in the appeal. Any application for a stay of the penalty imposed shall be included, but may be made at a later time.

14.10 In the event that it is not convenient to call a meeting of the directors within one week for the purpose of considering an application for a stay of penalty pending an appeal, the President may conduct a telephone or other poll of the directors upon the application and may grant the stay or deny it in accordance with a majority decision of such poll.

14.11 The Board may grant a stay of the penalty imposed and from which the appeal may be taken in accordance with the provisions of By-laws 14.06 and 14.10 pending an appeal to the Club hereunder.

14.12 No member or team shall permit itself or its members to knowingly participate in activities in Rugby with any person or group which has been expelled from membership in the Club, is under suspension, or acts contrary to and in violation of any disciplinary penalty imposed hereunder.

**Part 15 - By-laws**

15.01 On being admitted to membership, a member is entitled to and the Club shall give the member upon request, without charge, a copy of the constitution and by-laws of the Club.

15.02 These by-laws shall not be altered or added to except by special resolution.

15.03 No amendment of the constitution or the by-laws shall be considered by the members of the Club unless:

(a) the amendment is proposed in writing by a Member and seconded by a Member and delivered to the secretary not less than twenty-one (21) days prior to the meeting at which it is to be considered; or

(b) the proposed amendment has been approved by a resolution of the directors;

(c) in any event, the full text of the amendment proposed is circulated together with the notice for the meeting at which it is proposed to consider the amendment.

(d) at the meeting where the proposal is considered, it must be approved by a 2/3rds majority.

15.04 The Board, subject to ratification by the members at a general meeting, may make rules, from time to time, to direct the conduct of the business and affairs of the Club, including the procedures to be followed by committees of the Board or the Club.

15.05 All previous by-laws of the Club are repealed as of the coming into force of these by-laws, provided that such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All directors, officers, and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of these by-laws, and the number of directors shall be the same as the number of directors so continuing to act, and all resolutions of the directors with continuing effect passed under any repealed by-laws shall continue good and valid except to the extent inconsistent with these by-laws and until amended or repealed.

**These ByLaws were adopted by a special resolution of the members passed on the \_\_\_\_\_ day of \_\_\_\_\_, 2008 and hereby acknowledged at Victoria, British Columbia, on the \_\_\_\_\_ day of \_\_\_\_\_, 2008.**

\_\_\_\_\_

Director:

Director: