

West Kelowna

Senior Warriors

Hockey Club

Bylaws

Rev 0, July31, 2026, Adopted
September 8, 2026 AGM

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1. DEFINITIONS

1.1 In these Bylaws:

“Act” means the *Societies Act [SBC 2015] CHAPTER 18* of British Columbia and amended from time to time and includes the *Societies Regulation*.

“AGM” means Annual General Meeting. An AGM is a meeting that is held annually for members to receive reports from directors, vote on bylaw changes and to elect qualified individuals to Board positions.

“Adjudged” means adjudged by a court, tribunal or by way of arbitration.

“Board” means the elected and appointed Directors of the West Kelowna Senior Warriors Hockey Club.

“Bylaws” means these Bylaws as submitted to the Provincial Registrar and amended from time to time in compliance with the Act.

“Category” is a descriptor that differentiates various groups of individuals.

“Club” means the West Kelowna Senior Warriors Hockey Club; registered as an incorporated, member-funded, non-profit Society in the Province of British Columbia.

“Class” means a sub-group of a Category with differing rights or privileges.

“General Meeting” means a General Meeting of the members of the Society.

“Majority Vote” means the majority of eligible voters participating in a duly convened meeting.

“Ordinary Resolution” means a resolution passed at a General Meeting or AGM by a simple majority of the votes cast by the voting members, whether cast personally or by proxy.

“Procedures” means procedures, practices, protocols and work instructions that describe the day-to-day tasks required to ensure the operational integrity of the Club. Procedures may be introduced or revised from time to time as permitted by these Bylaws.

“Special Resolution” means a resolution passed at a General Meeting or AGM by at least two thirds (2/3) of the votes cast by the voting members, whether cast personally or by proxy.

1.2 Definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act or the Regulations under the Act, the Act or the Regulations shall prevail.

2. FOUNDATION

2.1. Constitution / Purpose

The Purposes of the West Kelowna Senior Warriors Hockey Club are to:

- 2.1.1. Serve the residents of the City of West Kelowna and the surrounding communities through the organization of fitness and social activities, principally ice hockey, with a focus on experienced ice hockey players over fifty-five (55) years of age;
- 2.1.2. Promote participation in ice hockey within the Bylaws and Procedures of the Club while maximizing the use of facilities allocated by the City of West Kelowna and any other functions sanctioned by the Club at other venues from time to time; and
- 2.1.3. Working cooperatively with the City of West Kelowna, develop Procedures and manage activities for seniors' hockey in accordance with the West Kelowna Seniors Hockey Program Service Agreement; as amended from time to time.

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2.2. Dissolution of the Club

2.2.1. If, for any reason, the Club is unable to:

2.2.1.1. Fulfill its registered constitution;

2.2.1.2. Maintain at least a minimum number of qualified and committed directors;

2.2.1.3. Pay or make adequate arrangements for the payment of Club liabilities;

2.2.1.4. Maintain a sufficient number of members to fulfill contractual obligations; or

If, the City of West Kelowna (City):

2.2.1.5. Reduces funding to a level that is non-viable for the continuation of the Club;

2.2.1.6. Significantly and unilaterally makes changes to any contract with the Club in a manner that is not agreeable to the Club; or

2.2.1.7. Declines to renew the Service Agreement contract between the City and the Club. The Club may, by Special Resolution, commence voluntary dissolution in compliance with the Act.

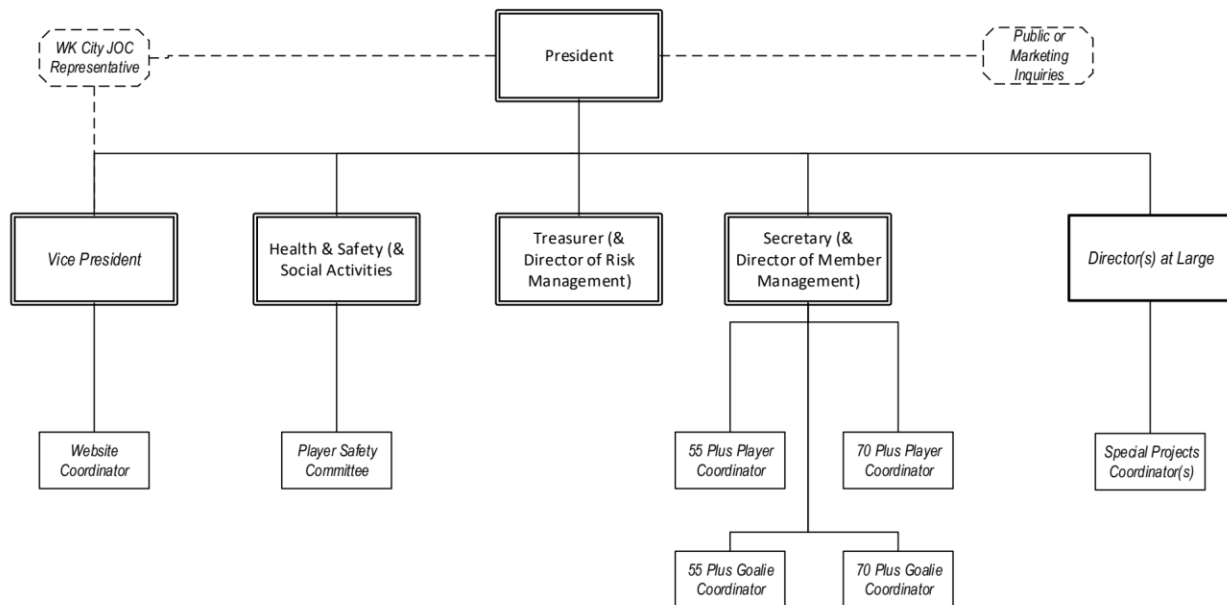
2.2.2. Upon winding up and dissolution of the Club, any unspent funds remaining as a result of budget advances shall be returned to the City. Net of any unspent budget advances, any and all assets that remain after payment of all costs, charges, and expenses that are incurred including such dissolution or windup shall be distributed to a registered charity or registered charities in British Columbia, as defined in the *Income Tax Act (Canada)*, as may be determined by the members of the Society at the time of winding up and dissolution. This provision shall be unalterable.

2.2.3. Upon dissolution, a record keeper shall be appointed to gather, secure and preserve Club records in compliance with the Act.

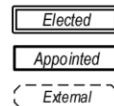
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3. ADMINISTRATION

3.1. Organization Chart



Legend



WKS.W. Hockey Club
Procedures Org Chart
Rev G July 9, 2026

3.2. Board of Directors (Board)

- 3.2.1. In addition to the President, the Board shall be comprised of not more than four elected Directors.
- 3.2.2. Elected Directors include:
 - 3.2.2.1. President;
 - 3.2.2.2. Vice President;
 - 3.2.2.3. Secretary; and
 - 3.2.2.4. Treasurer.
- 3.2.3. Including the President, an individual may serve in more than one position, either:
 - 3.2.3.1. Elected;
 - 3.2.3.2. Appointed; or
 - 3.2.3.3. As an interim replacement, as deemed appropriate by the majority of the Board providing that such responsibility does not present a conflict of interest. It is the intent that the positions of President, Vice President, Secretary, and Treasurer be elected and only appointed when there is a vacancy that cannot be filled by election, and notwithstanding the election provision contained in these bylaws, the position(s) shall be open for election at the next AGM.
- 3.2.4. Elected Directors must be elected at a duly convened General Meeting.
- 3.2.5. The elected Directors may appoint a maximum of five additional Directors at Large as deemed necessary by in order to effectively manage the business of the Club.

3.3. Role of President

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3.3.1. The President is the chair of the Board and is responsible for supervising the other Directors.

3.4. Role of Vice President

3.4.1. The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unwilling or unable to act.

3.5. Role of Secretary

3.5.1. The Secretary is responsible for undertaking, or making the necessary arrangements for:

- 3.5.1.1. Issuing notices of the AGM as well as General and Director's meetings;
- 3.5.1.2. Validate all proxies presented for the purposes of voting prior to convening an AGM or General Meeting.
- 3.5.1.3. Ensuring that the minutes of General and Director's meetings are taken, circulated and filed;
- 3.5.1.4. Maintaining the records of the Club and do all things prescribed by the Act for the role of Secretary;
- 3.5.1.5. Conducting the correspondence of the Board; and
- 3.5.1.6. Filing the annual report of the Club and making any other filings with the Registrar under the Act;

3.5.2. In the absence of the Secretary from a meeting, the Board shall appoint another individual to act as Secretary for that meeting.

3.6. Role of Treasurer

3.6.1. The Treasurer is responsible for undertaking, or making the necessary arrangements for:

- 3.6.1.1. Receiving and banking monies collected on behalf of the Club;
- 3.6.1.2. Maintaining accounting records in respect of the Club's financial transactions;
- 3.6.1.3. Processing all expenditures that have been approved in the annual budget;
- 3.6.1.4. Preparing the Club's annual financial statements, including compiling interim reports as requested by the Board; and
- 3.6.1.5. Compiling and coordinating information returns with respect to taxes and other regulatory requirements.

3.7. Term of Office

- 3.7.1. Elected Director positions are limited to a staggered term of two (2) years to enable continuity of the Board.
- 3.7.2. Individuals may be re-elected a maximum of three terms to the same position if there are no other qualified candidates.
- 3.7.3. Appointed Directors and Coordinators are limited to a single term and are deemed to have resigned immediately following the AGM. Previously appointed Directors may be re-appointed as determined by the Board, acting in the best interests of the Club.

3.8. Authority and Signing

- 3.8.1. Contemplated changes to the Club's Constitution, Bylaws, or governance structure require consensus of the Board before any proposal can be brought to the membership as a resolution at an AGM.
- 3.8.2. Major commitments or expenditures may only be made if approved in advance at a Board meeting by majority vote of the Board.
- 3.8.3. The President, together with the Vice-President, are authorized to make typical day-to-day decisions that they deem to be prudent and in the best interests of the Club.
- 3.8.4. If the President is unwilling or unable to act, the Vice-President, together with one other Director, is authorized to make day-to-day decisions they deem to be prudent and in the best interests of the Club.
- 3.8.5. A contract or record to be signed by the Club must be signed on behalf of the Club:
 - 3.8.5.1. By the President, together with the Vice-President,
 - 3.8.5.2. If the President is unable to sign, by the Vice-President together with one other elected Director,
 - 3.8.5.3. If the President and Vice-President are both unable to sign, by any two other elected Directors.

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- 3.8.6. Cheques or other financial instruments must be signed by the Treasurer and one other elected Director, or if the Treasurer is unable to sign, by two other elected Directors that are registered as having signing authority with the Club's financial institution.

3.9. Recruitment of Directors

- 3.9.1. Candidates for elected Director positions must be suitably qualified and recommended by a nominating committee.
- 3.9.2. The creation and reporting of a nominating committees shall be as described in the Procedures.
- 3.9.3. The elected Board is responsible for and shall maintain procedures for the recruitment, pre-qualification by position and the subsequent performance of individuals appointed to Director roles.
- 3.9.4. The induction and orientation of individuals newly elected or appointed as Directors to the Board shall be as described in the Procedures.
- 3.9.5. The Secretary shall maintain records of such induction and orientation in accordance with the Procedures.

3.10. Director's Remuneration

- 3.10.1. Unless approved by a Special Resolution by the members at an AGM or other General Meeting, Directors are not entitled to remuneration for acting in their elected or appointed positions.
- 3.10.2. Directors may be reimbursed for reasonable expenses incurred on behalf of the Club in the execution of their duties.

3.11. Board Performance Review

- 3.11.1. The Board shall conduct a performance review of elected and appointed Directors at least once per calendar year.
- 3.11.2. The Club shall maintain procedures outlining the objectives, methods of review and reporting protocols.
- 3.11.3. Records of the reviews shall be maintained by the Secretary for a period specified in the Procedures.
- 3.11.4. Unfavourable reviews shall be addressed by the Board without undue delay.

3.12. Suspension and Removal

- 3.12.1. Any elected or appointed Director failing to fulfill the requirements of:
- 3.12.1.1. The Act;
 - 3.12.1.2. Their elected or appointed position responsibilities;
 - 3.12.1.3. The constitution and/or Bylaws; or
 - 3.12.1.4. Procedures specific to their role,
- may be suspended from the Board at a duly convened meeting of the Board.
- 3.12.2. By Majority Vote of the remaining Board members, any elected or appointed Director shall continue to be suspended until a Special Resolution regarding the suspension can be brought to an AGM or a General Meeting convened specifically for the purpose.
- 3.12.3. Convening of a General Meeting for the purposes of removal of a Director shall not be unduly delayed.
- 3.12.4. If the Special Resolution regarding the removal of a Director is defeated, the Director shall be reinstated immediately.
- 3.12.5. If the Special Resolution regarding the removal of the Director is passed, the Director shall be removed from the Board without further appeal. The Director shall then be notified in writing of the decision and reasons and shall have their removal recorded in the Register of Directors, and the Registrar shall be notified in compliance with the Act.

3.13. Replacement

- 3.13.1. If a Director is suspended or removed from the Board, is deceased or requests to be removed as a Director, a replacement Director may be appointed by a Majority Vote of the Board.
- 3.13.2. The President, acting together with the Vice President, acting reasonably, may determine that a vacant position for a Director remain vacant until the next AGM.
- 3.13.3. The term for a replacement Director shall terminate at the end of the suspension or the term of office of the Director that has been replaced, whichever is the lesser.
- 3.13.4. Prior to appointing a replacement Director, the Board shall ensure that candidates are suitably qualified and have signed a consent to serve as Director.

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- 3.13.5. Following the appointment of a replacement Director, the Secretary shall update the Register of Directors and the Registrar shall be notified in compliance with the Act.

3.14. Lack of Candidates for Succession

- 3.14.1. If the Board cannot maintain at least the desired number of Directors because there are insufficient candidates that are qualified and that will consent to fill a vacant position on the Board, the Club may take the steps necessary to commence voluntary dissolution in compliance with the Act and these Bylaws.

3.15. Coordinators

- 3.15.1. The Board shall pre-qualify and appoint such Coordinators as it deems necessary for the effective management of the day-to-day operations of the Club.
- 3.15.2. The organization, roles, responsibilities and terms of service for Coordinators shall be described in the Procedures.
- 3.15.3. An individual may be re-appointed to a Coordinator role in successive years if deemed appropriate by the Board.

4. MEMBERSHIP AND AFFILIATION

4.1. Categories

- 4.1.1. The Member Category has classes of membership as follows:
- 4.1.1.1. Active – A Regular or Spare hockey player with full Club privileges, including voting rights with respect to the business of the Club.
- 4.1.1.2. Social – A non-hockey player with the privilege of association at Club events and having no voting rights with respect to the business of the Club.
- 4.1.2. Candidates for membership must meet the standards for each Class of member as set out in the Procedures.
- 4.1.3. Other categories of Club affiliation include:
- 4.1.3.1. Wait List Applicants
- 4.1.3.2. Inactive Alumni.

4.2. Application for Membership

- 4.2.1. Any person wishing to join the Club as an Active or Social member shall submit an application to the Board in a manner described in the Procedures.
- 4.2.2. Acting reasonably, the Board may, at its sole discretion, defer or deny membership to any individual under conditions described in the Procedures.
- 4.2.3. Upon acceptance, the Board shall confirm registration of the new member and record the member's name in the Register of Members, and such register shall be the basis for Board-approved communication with the membership.
- 4.2.4. The Active membership Class for each division shall be capped at levels as determined by the Board, acting reasonably and following protocols described in the Procedures.
- 4.2.5. The Social membership Class shall be capped at levels determined by the Board at their sole discretion while acting in the best interests of the Club.

4.3. Member Duties, Conduct and Rights

- 4.3.1. Members have a duty to uphold the Constitution and Bylaws of the Club and comply with the Procedures as amended from time to time.
- 4.3.2. Members must conduct themselves with dignity and courtesy in public and in all matters and situations related to Club activities.
- 4.3.3. To become and remain a member in good standing, a wait-list applicant must:
- 4.3.3.1. Apply for membership on an annual basis in writing in a prescribed form and subject to conditions in the Procedures;
- 4.3.3.2. Qualify as a member in one or more of the listed membership categories; and
- 4.3.3.3. Be accepted by the Club in writing in accordance with the Procedures.
- 4.3.4. Members shall be deemed to be not in good standing with the Club if he/she:
- 4.3.4.1. Is a party to legal claims against the Club;
- 4.3.4.2. Engages in, disseminates, promotes or is associated directly or indirectly in any way whatsoever with inappropriate communications to the Club, City of West Kelowna,

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members including any stakeholders or partners of the Club. Inappropriate communications are personal views of every type and means that are contrary to the unity and harmony of the Club;

- 4.3.4.3. Has acted in a manner described in the Procedures whereby the maximum prescribed disciplinary measures have been imposed and has continued to conduct himself/herself in the same or similar way; or
- 4.3.4.4. Has unpaid charges for Club-approved initiatives.
- 4.3.5. Members in good standing who are qualified to vote have the right to submit to the Board:
 - 4.3.5.1. A member's requisition for a General Meeting for the purposes stated in the requisition as prescribed in the Act. The support threshold for the requisition shall be ten percent (10%) of the total voting membership; or
 - 4.3.5.2. A member's proposal as prescribed in the Act regarding a matter that the members wish to have considered at the next AGM. The support threshold for a proposal is five percent (5%) of the total voting membership.
- 4.3.6. Subject to the provisions of the Act, members have the right to access prescribed Club records for purposes that are relevant to their membership category and are approved by the Board acting reasonably in the best interests of the Club.
- 4.3.7. Members who are suspended or have had their membership revoked have the right to an appeal of the decision against them and that an appeal, if filed with the Club, will be conducted in a manner described in the Procedures.
- 4.3.8. Individuals who have had his/her membership suspended or revoked are not in good standing with the Club and shall not be entitled to vote on any matter and may not participate in Club activities.

4.4. Active Member

- 4.4.1. An Active Member is an individual who:
 - 4.4.1.1. Meets the requirements for membership and has submitted an application to the Club;
 - 4.4.1.2. Has been accepted by the Board as a member of the Club; and
 - 4.4.1.3. Has his/her name and contact details included in the Club's Register of Members.
- 4.4.2. Active members shall be assigned to one of the following categories:
 - 4.4.2.1. Regular – a member in good standing with up to two (2) assigned playing days per week.
 - 4.4.2.2. Spare – a member in good standing that does not have assigned playing days and may be invited on a game-to-game basis to replace Regular players as available space permits.
 - 4.4.2.3. Regular and Spare members in good standing have full access to Club activities, social functions and community events sanctioned or operated by the Club.
 - 4.4.2.4. Regular and Spare members in good standing have the right to vote on business matters of the Club.

4.5. Social Members

- 4.5.1. A Social member is an individual who wishes to participate in Club activities in a non-playing capacity and who:
 - 4.5.1.1. Meets the requirements for social membership;
 - 4.5.1.2. Has made an application to the Club and has been accepted in writing by the Board. Individuals who have been accepted by the Club shall be registered in the Club's membership directory.
- 4.5.2. To become a social member, an individual shall:
 - 4.5.2.1. Have played in one or more of the active divisions with the Club in the past;
 - 4.5.2.2. Be the spouse of a current or past player in good standing;
 - 4.5.2.3. Be recommended by a current or past player in good standing, or
 - 4.5.2.4. Volunteer to organize or support social activities or community events sanctioned or operated by the Club.
- 4.5.3. Social members shall not have the right to vote on matters relative to the business of the Club.

4.6. Wait List t Applicants

- 4.6.1. A wait list Applicant is an individual who has made an application to join the Club as an Active member and is waiting for a vacancy within the membership cap with respect to the elements set out in the Procedures.
- 4.6.2. A wait list applicant shall be added to the wait list in the order of the date of his/her application.

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- 4.6.3. A wait list applicant is entitled to participate in scheduled hockey events by invitation only for the purposes of evaluation.
- 4.6.4. A wait list applicant is entitled to participate in Club social functions by invitation only.
- 4.6.5. If a wait list applicant does not receive an invitation to become a member, he/she shall be notified in writing and may be referred to other City programs and shall be removed from the wait list.
- 4.6.6. If a wait list applicant is removed from the wait list, he/she may re-apply at a later date in accordance with the Procedures.

4.7. Inactive Alumni

- 4.7.1. Individuals who have been associated with the club in an active or social role may be consigned to the inactive category if he/she:
 - 4.7.1.1. Moves away from the community;
 - 4.7.1.2. Declines active or social membership with the Club for any reason;
 - 4.7.1.3. Has his/her membership cancelled by the Club; or
 - 4.7.1.4. Is deceased.
- 4.7.2. The Club shall maintain a list of inactive alumni in a manner described in the Procedures.
- 4.7.3. If an individual listed on the Inactive Alumni list wishes to re-commence his/her active or social membership with the Club, he/she may make an application to the Board in a manner described in the Procedures.

4.8. Member Records and Reporting

- 4.8.1. The Club shall maintain a separate file for each individual in each division and/or membership category and affiliates in a manner and for the purposes described in the Procedures.
- 4.8.2. Data resulting from member participation in the Club activities shall be collected, stored and reported to the Board in a manner described in the Procedures for the purposes of managing the Club.
- 4.8.3. Personal information collected from individuals shall be handled and stored in a strictly confidential and secure manner. Only information prescribed by the Act in the Register of Members shall be available to members and other individuals outside the Board.

5. ADMINISTRATIVE MEETINGS

5.1. Board Meetings

- 5.1.1. In general, Board meetings shall be held as required during the normal playing season, which is typically September through May.
- 5.1.2. Any Director may call a Board meeting by giving the other Directors at least one week's notice of the meeting, specifying the reason for calling the meeting (agenda).
- 5.1.3. Notices do not need to be in writing, but if written, acceptable formats include email and hardcopy only.
- 5.1.4. Board meetings may be called on less than one week's notice if:
 - 5.1.4.1. All Directors consent in advance of the meeting; and
 - 5.1.4.2. The meeting is required to deal with an emergency and all Directors either:
 - 5.1.4.2.1. Consent in advance of the meeting; or
 - 5.1.4.2.2. Are unavailable to provide consent after reasonable attempts to contact them.
- 5.1.5. Board meetings may be held in person or by telephone or other electronic method if the method permits all persons participating in the meeting with an equal opportunity to communicate with each other during the meeting.
- 5.1.6. A quorum shall be a majority of Directors listed in the Register of Directors.
- 5.1.7. Decisions shall be determined by a Majority Vote.
- 5.1.8. The Board may only make a decision by electronic mail if:
 - 5.1.8.1. A decision by the Board is required before the next scheduled Board meeting;
 - 5.1.8.2. All Board members are included in all electronic mail exchanged between the Board members regarding the decision; and
 - 5.1.8.3. Except in cases of emergency to prevent or minimize physical loss, damage or injury, Board members must have no less than forty-eight (48) hours to respond to the request for a decision.
- 5.1.9. Directors failing to participate in two (2) consecutive Board meetings without being excused in writing may be suspended and may be subject to removal.

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- 5.1.10. Directors' meetings require minutes of the meeting that record the attendees, the topics that were discussed and the decisions that were made.
- 5.1.11. Final adopted minutes of meetings, along with supporting documents, shall be forwarded to the Secretary for storage and retrieval purposes.

5.2. Annual General Meeting (AGM)

- 5.2.1. An AGM shall be held each year, near the end of the current playing season, in a manner and on an occasion described in the Procedures.
- 5.2.2. A notice of the AGM shall be provided to all voting Class members listed on the Register of Members as of the date of notice.
- 5.2.3. Advance notice of the meeting, including the time, date, location, agenda, proposed resolutions and supporting documentation, shall be provided by email no less than fourteen (14) calendar days prior to the meeting. In addition, advance notice of the meeting shall be published on the Club's website for a period commencing twenty-one (21) calendar days prior to the date of the meeting through the date of the meeting.
- 5.2.4. An AGM shall be held in person.
- 5.2.5. There shall be no provision made for electronic participation or voting.
- 5.2.6. Voting shall be conducted in person or under written proxy between one voting member and another, in a manner acceptable to the meeting Secretary.
- 5.2.7. An annual report shall be filed with the Provincial Registrar within thirty (30) days of an AGM in accordance with the Act.

5.3. General Meeting

- 5.3.1. If required, a General Meeting shall be held to address specific matters that have been brought before the Board in a manner described in the Procedures.
- 5.3.2. A notice of General Meeting shall be provided to all voting Class members listed on the Register of Members as of the date of notice.
- 5.3.3. Advance notice of a General Meeting, including supporting documentation, shall be provided by email no less than 14 (fourteen) calendar days prior to the meeting. In addition, advance notice of the meeting shall be published on the Club's website for a period commencing twenty-one (21) calendar days prior to the date of the meeting through the date of the meeting.
- 5.3.4. The General Meeting shall be held in person.
- 5.3.5. There shall be no provision made for electronic participation or voting.
- 5.3.6. Voting shall be conducted in person or under written proxy between one voting member and another, in a manner acceptable to the Secretary of the General Meeting.

6. Financial Management

6.1. Fiscal Year

- 6.1.1. The financial reporting period for the Club shall be twelve (12) calendar months.
- 6.1.2. The fiscal period shall be January 1 to December 31 each calendar year.

6.2. Public Funding

- 6.2.1. Public funding in forms such as loans, grants, incentives, gifts in kind and any other form of public support shall be expressly declined. For greater certainty, fee-for-service funding from the City of West Kelowna is not considered to be Public Funding.

6.3. Acceptable Donations

- 6.3.1. Donations offered by a voting member or Director (or a spouse or relative of such person) may be accepted at the sole discretion of the Board, acting reasonably in the best interests of the Club.

6.4. Reporting

- 6.4.1. The Treasurer shall provide financial reports in a manner and frequency requested by the Board.
- 6.4.2. Annual financial statements shall be prepared, approved by the Board by Majority Vote and presented at an AGM.

6.5. Audit

- 6.5.1. Unless otherwise required by the Act or other legal directive, financial reports shall be presented without audit.

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- 6.5.2. If a financial audit or review is deemed necessary by the Board, the President, working in collaboration with the Treasurer, shall appoint an independent Chartered Professional Accountant (CPA) to conduct and provide an audit opinion in writing.

7. Risk Management

7.1. Liability Insurance

- 7.1.1. The Club shall maintain comprehensive general liability insurance in an amount determined by the Board.
- 7.1.2. Primary policy coverage or additional riders shall be in place to cover the day-to-day operations of the Club and be sufficient to cover planned social events held by the Club from time to time.

7.2. Director's Insurance

- 7.2.1. The Club shall maintain Directors' and Officers' insurance in an amount determined by the Board.
- 7.2.2. Acts done in good faith by Club directors are, even if it is discovered afterwards that there was some defect in the appointment or continuance in office of a Club Director, as valid as if the Director had been duly appointed or duly continued in office.
- 7.2.3. The Club will reasonably indemnify and save harmless Directors, whether or not he/she continues to act in such capacity or hold the position of Director, from and against any liability arising, and all costs, charges and expenses actually and reasonably sustained or incurred, from the exercise of his/her powers and performance of his/her duties as a Director and for expenses for errors and omissions made in the exercise of his/her powers and performance of his/her duties as a Director, but only to the extent that such liability and such costs, charges and expenses are not covered by operation of any other Club insurance policy, provided that the Club is given an accounting of all such costs, charges and expenses actually and reasonably sustained or incurred by a Director and prompt written notice of any action, suit or proceeding against a Director, and an opportunity to participate and to defend the same to the extent that the Club is permitted to do so by law.
- Excluded from this indemnity will be any claim, issue or matter where:
- 7.2.3.1. It is Adjudged that a Director did not exercise the powers and perform the duties of the office acting honestly and in good faith with a view to the best interests of the Club and exercise the care, diligence and skill of a reasonably prudent person in comparable circumstances; or
- 7.2.3.2. It is Adjudged, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, that the Director had no reasonable grounds for believing that the Director's conduct was lawful.

7.3. Members Insurance

- 7.3.1. On recommendation of the Board, other forms of insurance may be obtained or arranged that benefit the Club members as individuals and as appropriate, monitored under the terms and conditions of the Service Agreement.

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8. Revision History

REVISION	DETAILS	DATE
Rev 0	Initial version for registration at incorporation	Mar 18, 2025
Rev 0a	Added Club logo. Corrected misc. spelling and capitalization. Added Appendix and revision history table. Extensive editing as recorded in the document titled "Bylaws – Rev 0a – Summary of Comments – June 15" prior to submission to Members at the AGM.	June 31, 2026