



7.1 Special Resolutions

For clarifications on voting on resolutions, please see Bylaw 6.7.1: Special resolutions to amend or revise the Constitution and Bylaws of the Society, or as required by the Society Act or these Bylaws, must be approved by a 75% majority of the registered votes at a general meeting (see 19.2.5).

<i>Agenda Item</i>	<i>Bylaw Update</i>
7.1.1	<p>Whereas, historical resolutions and changes to the bylaws have resulted in inconsistencies within the current bylaws, with the following changes needing to be made: clarifying the process for online voting; separating bylaws from operating policies and procedures where required; correction of capitalizations and punctuation;</p> <p>and</p> <p>Whereas, the bylaws need to be updated to reflect the upcoming Society Act changes;</p> <p>and</p> <p>Whereas, the bylaws need to reflect current practices;</p> <p>and</p> <p>Whereas, the membership established the Rules & Regulations Committee to review bylaws and make recommendations;</p> <p>and</p> <p>Whereas, the comparison document shows the changes from the current bylaws to the changed bylaws proposed by the Board;</p> <p>and</p> <p>Whereas, the proposed bylaw changes do not change the intent of the existing bylaws, and changes to intent and content will be able to be reviewed at future meetings.</p> <p>Please see Bylaw Comparison attachments for information on the exact changes that have been made.</p> <p>MOVED: {COLOMBO (RIVERSIDE) / MISIAK (EARL MARRIOTT)} BE IT RESOLVED THAT: The current bylaws be removed in their entirety and replaced in their entirety with the following document (see next page):</p>

**BYLAWS
OF
BC SCHOOL SPORTS**

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BYLAWS
OF
BC SCHOOL SPORTS

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **“Address of the Society”** means the address of the Society as filed from time to time with the Registrar;
- (b) **“Advance Votes”** means votes cast by Member Schools by mail-in or electronic ballot, as authorized pursuant to these Bylaws and conducted in accordance with such policies as may be adopted by the Board;
- (c) **“Alter”** means amend, add to, delete or replace;
- (d) **“Board”** means the Directors from time to time acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (e) **“Bylaws”** means the bylaws of the Society as filed in the office of the Registrar;
- (f) **“Constitution”** means the constitution of the Society as filed in the office of the Registrar;
- (g) **“Designated Representative”** of a Member School means the Person, being a teacher or administrator assigned to that Member School, who is appointed by the Principal of a Member School to be the representative and contact for that Member School and to exercise the rights and obligations of membership on behalf of the Member School;
- (h) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (i) **“Executive Director”** means the person who has been appointed by the Board as Executive Director.
- (j) **“Honorary Award Recipient”** means a person who has been named as a recipient of the BC School Sports Honour Award.
- (k) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (l) **“Member School”** means those Schools that are or that subsequently become members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (m) **“Ministry of Education”** means the Ministry of Education of the Province of British Columbia, or its successor ministry;

- (n) “**Mutatis mutandis**” means with the necessary changes having been made to ensure that the language makes sense in the context;
- (o) “**Organization**” means an association, corporation or society;
- (p) “**Person**” means a natural person;
- (q) “**President**” means a Person elected to the office of President in accordance with these Bylaws;
- (r) “**Principal**” means a person who is the head administrator of the Member School.
- (s) “**Registered Address**” of a Member School or Director means the address of that School or Person, as the case may be, as recorded in the register of Members or the register of Directors;
- (t) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
- (u) “**Resolutions**”
 - (i) “Board Resolution” means:
 - (A) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by the Directors; or
 - (B) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board, and a resolution so consented to is deemed to be an resolution passed at a meeting of the Board;
 - (ii) “Ordinary Resolution” means:
 - (C) a resolution passed by a simple majority of the votes cast by the Members in good standing who vote:
 - (i) in person at a general meeting,
 - (ii) by Advance Vote, or
 - (iii) by a combination or in person and Advance Votes; or
 - (D) a resolution that has been submitted to the Members and consented to in writing by 75% of the Members who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Society;
 - (iii) “Special Resolution” means:

- (E) a resolution, of which not less than 14 days' notice has been given to all Members, passed by a majority of not less than 75% of the votes of those Members in good standing who vote:
 - (i) in person at a general meeting,
 - (ii) by Advance Votes, or
 - (iii) by a combination of in person and Advance Votes; or
 - (F) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Society.
- (v) "**School**" means a school in British Columbia that is accredited by the Ministry of Education as an elementary-junior secondary school, elementary-secondary school, middle school, junior secondary school, senior secondary school, secondary school, distributed learning school, alternate school or independent school;
 - (w) "**School Athletic Association**" means an Organization (whether or not separately incorporated) existing to coordinate school sport competitions within a defined geographic boundary within the Province of British Columbia;
 - (x) "**Society**" means "BC School Sports";
 - (y) "**Society Act**" means the Society Act, R.S.B.C. 1996, c.433, as amended from time to time; and
 - (z) "**Sport Commission**" means a sport-specific Organization (whether or not separately incorporated) or committee of the Society responsible for the organization of secondary school zone and provincial competitions in accordance with the terms of reference established by the Society;
 - (aa) "**Vice-President**" means a Person elected to the office of vice-president in accordance with these Bylaws; and
 - (bb) "**Zone**" or "**Designated Zone**" means those geographic regions set out in Schedule B, to facilitate representative structure for the Society, as amended from time to time by Ordinary Resolution.

1.2 Society Act Definitions

Except as otherwise defined in these Bylaws, the definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

1.4 Schedules

The schedules to these Bylaws do not form part of the Bylaws of the Society and may be altered by Board Resolution or Ordinary Resolution from time to time.

2. MEMBERSHIP

2.1 Classes of Membership There will be one (1) classes of voting membership in the Society, called Member School.

2.2 Admission to Membership

Membership in the Society is restricted to those Schools that:

- (a) are Member Schools in good standing on the date these Bylaws come into force; and
- (b) subsequently become Member Schools in accordance with these Bylaws, provided, in either case, that such School has not ceased to be a Member School pursuant to section 2.15.

2.3 Transition of Membership

Each School that is a Member School in good standing on the date these Bylaws come into force will continue as a Member School until the following September 30, at which point membership will lapse unless renewed in accordance with these Bylaws.

A School that is not a Member School in good standing, and any other Organization that is a Member on the date these Bylaws come into force will automatically cease to be a Member School and will be deemed to have resigned immediately prior to that date.

2.4 Eligibility for Membership

A School may be eligible to be accepted as a Member School if it:

- (a) meets the definition of a School as provided in Section 1.1; and
- (b) is a member in good standing of a School Athletic Association and/or regional athletic association,

provided that the Board may, on application by a School, waive the requirements of paragraph (b) of this section if the School demonstrates a valid reason why it cannot be a member of the applicable local and/or regional School Athletic Association.

2.5 Application for Membership

A School may submit to the Society a written application, in such form as may be approved by the Board, to become a Member School.

An application for membership must include:

- (a) all information required by the Society to process the application;

- (b) the name and contact information of a Person to be the Designated Representative of the School; and
- (c) payment of applicable membership dues and fees.

2.6 Acceptance of Application for Membership

Following the receipt and review of its application, confirmation of eligibility and receipt of applicable membership dues or fees, the Board, or its designate, on behalf of the Society, may accept a School as a Member School by entering the School into the register of Member Schools.

The Board may, by Board Resolution postpone or refuse an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society.

2.7 Designated Representative

A Member School may exercise the rights of membership through its Designated Representative, who will be the primary point of contact between the Society and the Member School. Normally, the Principal of a Member School will be the Designated Representative for that Member School, provided that the Principal may designate in writing another employee of the Member School as Designated Representative.

A Member School may have only one Designated Representative at a time and may change its Designated Representative by providing notice in writing to the Address of the Society.

2.8 Membership not Transferable

Membership is not transferable.

2.9 Membership Dues and Fees

All fees payable by Member Schools to the Society, including annual fees and special levies and assessments, will be determined by the Board, provided that any such fees, levies or assessments may be subsequently overturned by Ordinary Resolution passed at a general meeting.

Any portion of an amount paid to the Society that is subsequently overturned will be refunded to each Member School who paid such amount.

Annual membership fees are payable by every Member School no later than September 30 of each year. Any changes to annual fees will take effect not less than one (1) year from the date of original approval, unless a sooner effective date is approved by Ordinary Resolution.

2.10 Renewal and Reapplication of Membership

A Member School may renew its membership prior to its expiry by paying applicable annual membership fees before September 30 of each year.

A Member School whose membership has lapsed may reapply for membership after its expiry in accordance with Bylaw 2.5.

2.11 Membership Standing

All Member Schools are deemed to be in good standing except:

- (a) a Member School who has failed to pay such dues, fees, special levies or assessments as are determined by the Board, if any, when due and owing and such Member School is not in good standing so long as such debt remain unpaid; or
- (b) a Member School that is currently suspended by the Society.

2.12 Compliance with Constitution, Bylaws and Policies

Every Member School will, at all times:

- (a) uphold the Constitution and comply with these Bylaws;
- (b) uphold and comply with the policies of the Society adopted by the Board from time to time, including by not limited to the operating policies and procedures and competitive rules and regulations; and
- (c) further and not hinder the purposes, aims and objects of the Society.

2.13 Suspension or Discipline of Member

A Member School may be expelled, suspended or otherwise disciplined for breach of section 2.12 or for any conduct which the Board considers to be illegal, improper, unbecoming or likely to endanger the interests or reputation of the Society.

On receipt of a complaint, or of its own motion, the Board, or a committee thereof, may investigate, in accordance with such policies and procedures as the Board has established, the conduct of a School Member with a view to determining whether discipline is appropriate. Where a Member School is under investigation, the Board or its designate will promptly provide notice in writing to the Member School of the nature of the investigation and the alleged wrongful conduct and provide the Member School with an opportunity to submit a response, in writing or in person, as the Board or designate determines appropriate in the circumstances, prior to the close of the investigation.

Following an appropriate investigation, the Board or its delegate will issue a report of its findings and may suspend or otherwise discipline the Member under investigation, if discipline is determined to be warranted in the circumstances.

The Board may establish policies and procedures to administer and facilitate the process of Member discipline, provided that such policies and procedures are not contrary to the Society Act or these Bylaws.

2.14 Expulsion of Member

Following an appropriate investigation in accordance with section 2.13, a Member School may be expelled by Board Resolution.

Notice of a Board Resolution to expel a Member School will be accompanied by a brief statement of the reasons for the proposed expulsion and a copy of the notice will be provided to the Member School in question.

The Member School who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Board Resolution for expulsion is considered.

2.15 Cessation of Membership

A Member School will immediately cease to be a Member School:

- (a) upon the date which is the later of the date of delivering its resignation in writing to the Address of the Society and the effective date of the resignation stated thereon; or
- (b) upon the date which is 2 months from the date on which such Member School ceased to be in good standing for non-payment of an amount due and owing to the Society; or
- (c) upon ceasing to be a School, or ceasing to be otherwise eligible for membership in accordance with section 2.4; or
- (d) upon its expulsion.

3. GENERAL MEETINGS

3.1 Time and Place of General Meetings

The general meetings of the Society will be held at such time and place, in accordance with the *Society Act*, as the Board decides.

3.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

3.3 Extraordinary General Meeting

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

3.4 Calling of Extraordinary General Meeting

The Board may, whenever it thinks fit, convene an extraordinary general meeting.

The Board will, on receipt of a written requisition of the Members which complies with the *Society Act*, call an extraordinary general meeting.

3.5 Notice of General Meeting

The Society will provide not less than 14 days' written notice of a general meeting to all Member Schools in good standing on the date the notice is issued.

3.6 Contents of Notice

Notice of a general meeting will specify the place, the day and the hour of the meeting and the business to be transacted at the meeting. Notice must include any Special Resolutions to be considered at the general meeting.

3.7 Omission of Notice

The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any Member School entitled to receive notice does not invalidate proceedings at that meeting.

4. PROCEEDINGS AT GENERAL MEETINGS

4.1 Business required at AGM

The following business is normally required to be conducted at the annual general meeting of the Society:

- (a) the adoption of an agenda;
- (b) the adoption of rules of order;
- (c) the approval of the minutes of the previous general meeting;
- (d) receipt and consideration of the reports of the Directors and of others;
- (e) consideration of the financial statements, setting of fees and the report of the auditor, if any;
- (f) the appointment of the auditor, if required;
- (g) the announcement of Directors; and
- (h) such other business that, under these Bylaws or the *Society Act*, ought to be transacted at an annual general meeting.

4.2 Requirement of Quorum

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

4.3 Quorum

Quorum for a general meeting is the greater of:

- (a) fifty Member Schools in good standing; or
- (b) 20% of the current number of Member Schools in good standing,

provided, in either case, that representation from each of the Designated Zones is required for a quorum.

Member Schools that are represented in person at the meeting or by Advanced Votes cast in respect of the general meeting will be deemed to be present at the meeting and counted towards quorum.

4.4 Lack of Quorum

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 Member Schools, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

4.5 Loss of Quorum

If quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting even if quorum is not present throughout the meeting.

4.6 Chair of General Meeting

The President (or in the absence or inability of the President, a Vice-President) will, subject to a Board Resolution appointing another Person, preside as chair at all general meetings; but if at any general meeting the President and Vice-President, or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may appoint one of their number to preside as chair at that meeting. If the President and all other Directors present are unwilling to act as chair the Member Schools present will chose one of their number to be a chair.

4.7 Alternate Chair

If a Person presiding as chair of a general meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

4.8 Role of Chair

The Person presiding as chair of a general meeting may not move or second a motion or resolution, but may speak in debate on, or answer questions related to, any motion or resolution without surrendering the chair.

4.9 Adjournment

A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.10 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.11 Member Resolutions

The following rules apply to Resolutions by Members:

- (a) Any issue at a general meeting which is not required by these Bylaws or the Society Act to be decided by a Special Resolution will be decided by an Ordinary Resolution. This includes any changes to the operating policies and procedures and competitive rules and regulations.
- (b) These Bylaws may only be altered or added to by Special Resolution.
- (c) Any Special Resolution passed in accordance with the Bylaws will be filed with the Registrar in the appropriate form and will not take effect until such Special Resolution is accepted for filing by the Registrar.
- (d) A Member School may submit a Resolution for consideration at a general meeting if:
 - (i) it submits the proposed Resolution in writing to the Society not less than 40 days prior to the date of the general meeting; and
 - (ii) it has complied and continues to comply with the requirements for Resolutions set out in the Society's operating policies and procedures.
- (e) Written Resolutions - An Ordinary Resolution or a Special Resolution may be in two or more counterparts which together and signed by the required number of Member Schools will be deemed to constitute an Ordinary Resolution or Special Resolution, as the case may be. Such resolutions will be filed with minutes of the proceedings of the Member Schools and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.12 Entitlement to Vote

Each Member School in good standing is entitled to one (1) vote in accordance with these Bylaws, which vote may be exercised by the Member's Designated Representative.

No other Person or Organization has a vote at a general meeting.

4.13 Advance Voting

The Board may determine to conduct a vote of the Member Schools, in whole or in part, by Advance Vote prior to a general meeting provided that the system of voting meets the following criteria:

- (a) the identity of each voter can be authenticated;
- (b) the votes can be gathered in a manner that permits their subsequent verification; and;
- (c) the tallied votes can be presented anonymously, in such a way as to be impossible for the assembly to identify how an individual Member School voted.

A Member School that cast an Advance Vote is deemed to be present at the general meeting and will be counted towards the quorum at such meeting.

The results of a vote conducted by Advance Vote prior to a general meeting will be announced at the general meeting and added to those votes cast at the general meeting by the Members present at the meeting by their Designated Representatives to determine the total votes cast on a question.

4.14 Voting at General Meeting

Voting in person at a general meeting will be by show of voting cards, except that, at the request of any two (2) Member Schools present, a secret vote by written ballot will be required.

Matters arising at a general meeting will be determined by a vote of those Member Schools present at the meeting by their Designated Representatives.

4.15 Voting by Proxy

Voting by proxy is not permitted.

5. BOARD OF DIRECTORS

5.1 Management of Property and Affairs

The property and the affairs of the Society will be managed by the Board.

5.2 Composition of Board

The Board will be composed of a minimum of five (5) and a maximum of seven (7) Directors, as follows:

- (a) the President;
- (b) at least one (1) and not more than two (2) Vice-Presidents; and
- (c) not less than two (2) and not more than four (4) Directors-at-large.

5.3 Invalidation of Acts

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

5.4 Directors Subscribe to and Support Purposes of Society

Every Director will, at all times:

- (a) uphold the Constitution and these Bylaws;
- (b) uphold and comply with the policies of the Society adopted by the Board from time to time, including but not limited to the operating policies and procedures and competitive rules and regulations; and
- (c) support and not hinder the purposes, aims and objects of the Society.

5.5 Eligibility of Directors

- (a) In order to be elected or otherwise serve as a Director, a Person must be:
 - (i) a teacher or administrator at a Member School; or
 - (ii) a non-instructional teacher or school district administrator paid by a school district.
- (b) A Person may not be elected nor serve (or continue to serve) as a Director if:
 - (i) the Person is less than 19 years of age;
 - (ii) the Person has been declared by a court in Canada or elsewhere incapable of managing his or her own affairs or person or both;
 - (iii) the Person is an undischarged bankrupt;
 - (iv) the Person has been convicted in the previous five (5) years of an offence involving fraud for which no pardon has been granted;
 - (v) the Person is suspended or on a significant leave of absence from his or her position at his or her Member School.

5.6 Election of Directors

Directors will be elected by the Member Schools at, or prior to, a general meeting and the elected Directors will take office 14 days after the date of such general meeting.

Separate elections or ballots, as the case may be, will be held for the President and for each Vice-President to be elected. Elections for Directors at large may be conducted on a single ballot.

5.7 Term of Office

The term of office of Directors will normally be two (2) years. However the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence 14 days after the date of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced 14 days after the annual general meeting next following such extraordinary general meeting.

5.8 Consecutive Terms and Term Limits

Directors may be elected for up to three (3) consecutive full terms. A Person who has served six (6) consecutive years as a Director, by any combination of terms, may not be re-elected for at least one (1) year following the expiry of his or her latest term.

5.9 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws become effective will continue as a Director for the term to which he or she was most recently elected.

Any previous terms served by Directors are not counted towards the term limits set out above.

5.10 Election by Acclamation

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation, provided that if any two (2) Member Schools so request, a vote will be required, to be conducted as determined appropriate by the Person presiding as chair of the meeting.

5.11 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

5.12 Voiding of Ballot

No Member School will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

5.13 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office on the date which is 14 days after the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below five (5), the Person or Persons previously elected as Directors will continue to hold office until such time as successor Directors are elected.

5.14 Appointment to fill Vacancy

If a Director ceases to hold office, the Board may appoint an eligible Person in accordance with section 5.5 as a replacement Director to take the place of such Director until the next annual general meeting and may be elected at that meeting.

5.15 Removal of Director

The Member Schools may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

5.16 Ceasing to be a Director

A Person will automatically cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Address of the Society and the effective date of the resignation stated therein; or
- (b) upon the expiry of his or her term; or
- (c) upon the date such Person is no longer eligible in accordance with section 5.5; or
- (d) upon his or her removal; or
- (e) upon his or her death.

5.17 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director, provided however that a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

5.18 Conflict of Interest

A Director who has or may have an interest in a proposed contract or transaction involving the Society, or where a Director (or someone close to a Director) will receive or may receive a direct or indirect benefit as a result of a proposed contract or transaction involving the Society has a conflict of interest.

A Director with a conflict of interest must immediately disclose the nature and extent of the conflict to each other Director and is not entitled to vote or otherwise attempt to influence the vote on the proposed contract or transaction and will absent themselves from the meeting or portion thereof at which the proposed contract or transaction is discussed, unless requested by the Board to remain to provide relevant information.

The minutes of a meeting of the Board will record the disclosure of conflicts of interest by Directors, if any, and will make note of the departure from and non-participation of such Directors in the relevant portion of the meeting.

5.19 Confidentiality

Directors have a duty to maintain the confidentiality of any information received in his or her capacity as a Director, and to ensure that all such information is only used as authorized by the Board.

6. POWERS OF THE BOARD

6.1 Powers of Board The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Member Schools in general meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into agreements, arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society

6.2 Board Acts Valid

No rule, decision or resolution of the Society invalidates a prior act of the Board that would have been valid if that rule, decision or resolution had not been made.

6.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the *Society Act*, the Constitution or these Bylaws.

6.4 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

6.5 Investment in Mutual or Pooled Funds

The property of the Society may be invested by the Board, or by any agent or delegate of the Board, in any mutual fund, common trust fund, pooled fund or similar investment.

6.6 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

6.7 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

7. PROCEEDINGS OF THE BOARD

7.1 Schedule and Place of Meetings

The Board will meet not less than twice each fiscal year, but may meet more often and may schedule meetings and otherwise regulate meetings of the Board as it sees fit.

Meetings of the Board may be held at any time and place determined by the Board, provided that notice is provided to every Director.

7.2 Calling of Meetings

The President may at any time call a meeting of the Board.

Any two (2) Directors may require a meeting of the Board be called as soon as possible by submitting a notice of meeting signed by two or more Directors to the Address of the Society.

7.3 Notice of Meetings

At least two (2) days' notice of a meeting of the Board will be sent to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Society.

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual or other general meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

7.4 Quorum

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

A Director who has, or may have, a conflict of interest as set out in section 5.18 will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is

considered even though he or she will be absent for the portion of the meeting at which the proposed contract or transaction is considered.

7.5 Chair of Meetings

The President (or in the absence or inability of the President, a Vice-President) will, subject to a Board Resolution appointing another Person, preside as chair at all meetings of the Board; but if at any meeting of the Board the President and Vice-President, or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may appoint one of their number to preside as chair at that meeting.

7.6 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

7.7 Role of Chair

The Person presiding as chair of a meeting of the Board may, if the Person is a Director, move, second and speak in debate on any motion or resolution at the meeting.

7.8 Board Resolutions

Any issue at a meeting of the Board which is not required by these Bylaws or the *Society Act* to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

7.9 Procedure for Voting

Each Director present at a meeting of the Board will have one (1). Voting will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

In the case of a tie vote, the person presiding as chair does not have a second or casting vote and the motion or resolution is defeated.

7.10 Minutes

Minutes of a meeting of the Board will be recorded by a Person designated by the Board, who will act as secretary of the meeting. A copy of the minutes will be sent to each Director following the meeting and a copy of the minutes will be maintained in the Society's records.

8. DUTIES OF OFFICERS

8.1 Officers

The officers of the Society are the President, one or two Vice-Presidents, secretary and treasurer, together with such other offices, if any, as the Board, in its discretion, may create.

The Board may, by Board Resolution, create and remove such other offices of the Society as it deems necessary and determine the duties and responsibilities of all officers.

8.2 Election of President and Vice-Presidents

The President and Vice-Presidents will be elected by the Member Schools with the election of Directors held at, or prior to, a general meeting at which a vacancy in these offices will arise. The President and each Vice-President must be a Director.

8.3 Appointment of Secretary and Treasurer

Each year at the first meeting of the Board following the annual general meeting the Board will appoint from amongst themselves Directors to serve as the secretary and treasurer of the Society.

The offices of secretary and treasurer may be held by one Person who will be known as the secretary-treasurer.

8.4 Removal and Replacement of Officers

Should the President, a Vice-President or any other officer for any reason be unable to fulfill his or her duties or complete his or her term, the Board will remove such officer from his or her office by Board Resolution and will elect a replacement without delay.

In the case of the President or a Vice-President, the replacement will hold office until the close of the next annual general meeting.

8.5 Duties of President

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

8.6 Duties of Vice-President

A Vice-President will assist the President in the performance of his or her duties and will perform those duties in the absence or inability of the President.

A Vice-President will perform such other duties as may be assigned by the Board.

8.7 Duties of Secretary

The secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and the Board;

- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

8.8 Duties of Treasurer

The treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the *Society Act* and the *Income Tax Act*, and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

8.9 Absence of Secretary at Meeting

If the secretary is absent from any meeting of the Society or the Board, the Directors present will appoint another person to act as secretary at that meeting.

9. ORGANIZATION OF SOCIETY

In addition to the Board and the Member Schools, the Society will include the following contributing groups:

- (a) committees;
- (b) the advisory committee;
- (c) the council of athletic association presidents;
- (d) the council of sport commissioners;
- (e) School Athletic Associations; and
- (f) the Sport Commissions.

Terms of reference for these various contributing bodies can be found in the schedules.

10. COMMITTEES

10.1 Creation and Delegation to Committees

The Board may create, manage and dissolve such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by its terms of reference.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

The Members may, by Ordinary Resolution, require the Board to establish a standing committee or Sport Commission.

10.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

A list of the current committees of the Society is appended as Schedule A to these Bylaws, which schedule may be amended by the Board to reflect changes to committees from time to time.

10.3 Terms of Reference and Rules

In the event the Board creates a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

10.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

11. ADVISORY COMMITTEE

11.1 Advisory Committee Established

The Society will have an advisory committee as a major standing committee. The advisory committee will be governed by terms of reference (Schedule D) adopted by the Board, and composed of such of the Directors, officers and other Persons as are required by the terms of reference or invited by the Board. The role of the advisory committee is to provide information and recommendations to the Board in its administration of the affairs of the Society.

The President (or, in the absence of the President, a Vice-President) will preside as chair at all meetings of the advisory committee.

12. COUNCILS OF THE SOCIETY

12.1 Council of Athletic Association Presidents

Council members are the Presidents of the Athletic Associations, including Regional Athletic Associations, who are representatives of the recognized School Athletic Associations as outlined in Schedule C. Additional terms of reference set out in the schedules.

The Council of Athletic Association Presidents will discuss and make recommendations to the Board and to Member Schools on areas of concern that are common to the School Athletic Associations.

12.2 Council of Sport Commissioners

Members are Sport Commissioners who are representatives of the Sport Commissions as outlined in Schedule C. Additional terms of reference are listed in Schedule C.

The Council of Sport Commissioners will discuss and make recommendations to the Board and to Member Schools on areas of concern that are common to the Sport Commissions.

13. SCHOOL ATHLETIC ASSOCIATIONS

13.1 Recognition and Affiliation

The Society may, by Ordinary Resolution, recognize and thereby affiliate with a School Athletic Association.

In order to be recognized by the Society, a School Athletic Association must:

- (a) have stated purposes which are similar to the purposes of the Society;
- (b) adopt the competitive policies of the Society;
- (c) be recognized as the governing body for school sports and athletics by the school districts located within the geographic boundaries of the School Athletic Association; and
- (d) meet such further criteria as may be established by the Society.

A list of the recognized School Athletic Associations as currently constituted is appended as Schedule C to these Bylaws, which schedule may be amended by the Board to reflect changes to the number of School Athletic Associations operating from time to time.

13.2 Role of School Athletic Associations

Each School Athletic Association will:

- (a) promote the purposes and values and adopt the operating policies and procedures and competitive rules and regulations of the Society; and
- (b) support, and not hinder, the goals and programs of the Society within its geographic region;

- (c) organize league competitions within their geographic region; and
- (d) be represented at the Council of School Athletic Associations.

14. SPORT COMMISSIONS

14.1 Creation of Sport Commissions

The Board may, of its own volition or as may be required by Ordinary Resolution, establish a Sport Commission or recognize and thereby affiliate with an existing Sport Commission.

A list of the recognized Sport Commissions as currently constituted is appended as Schedule A to these Bylaws, which schedule may be amended by the Board to reflect changes to the number of Sport Commissions operating from time to time.

14.2 Role of Sport Commissions

A recognized Sport Commission, whether separately incorporated or otherwise, will operate as a standing committee of the Society.

Each Sport Commission will:

- (a) promote the purposes and values of the Society;
- (b) support, and not hinder, the goals and programs of the Society as applicable to its sport;
- (c) organize competitions for Zone and Provincial Championships in accordance with the terms of reference established by BCSS;
- (d) be represented at the Council of Sport Commissioners; and
- (e) will adhere to such policies as may be established by the Board.

14.3 Dissolution or Disaffiliation

A Sport Commission may be dissolved (if not separately incorporated) or disaffiliated with the Society (if separately incorporated) by Ordinary Resolution.

14.4 Sport Commissioner

The Society may appoint a Person as a sport commissioner for a recognized Sport Commission, in accordance with the terms of reference contained in Schedule A. A sport commissioner appointed by the Society may be revoked by Board Resolution.

14.5 Reporting

A Sport Commission will report to the Society from time to time as directed by the Board.

14.6 Dissolution or Disaffiliation

A School Athletic Association may be disaffiliated with the Society by Board Resolution.

15. EXECUTION OF INSTRUMENTS

15.1 No Seal

The Society will not have a seal.

15.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Society may be signed as follows:

- (a) for any contract, instrument or document relating to the receipt, payment or obligation for an amount greater than or equal to \$10,000, by any two (2) Directors, or by any one (1) Director and one (1) senior management employee; and
- (b) for contract, instrument or document relating to the receipt, payment or obligation for an amount less than \$10,000, by any two (2) employees, including at least one (1) management employee.

All contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

16. BORROWING

16.1 Powers of Directors

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 any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

16.2 Issuance of Debentures

No debenture will be issued without the authorization of a Special Resolution.

16.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

17. AUDITOR

17.1 Requirement

The Society is required to be audited and to appoint an external auditor with the qualifications described in section 42 of the *Society Act* and will comply with the relevant provisions of the *Society Act* and this Part.

17.2 Appointment of Auditor at Annual General Meeting

If the Society wishes to appoint an auditor at or after its first annual general meeting, that auditor will be appointed at an annual general meeting, to hold office until he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act* or until the Society no longer wishes to appoint an auditor.

17.3 Vacancy in Auditor

The Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

17.4 Removal of Auditor

An auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the *Society Act*.

17.5 Notice of Appointment

An auditor will be promptly informed in writing of his, her or its appointment or removal.

17.6 Restrictions on Appointment

No Director or employee of the Society will act as auditor.

17.7 Attendance at Annual General Meetings

The auditor may attend general meetings.

18. NOTICES

18.1 Entitlement to Notice

Notices of a general meeting will be given to:

- (a) the Designated Representative for every Member School shown on the register of Members on the day the notice is given;
- (b) every Director shown on the register of Directors on the day the notice is given;
and
- (c) the auditor, if any is appointed.

No other Person is entitled to be given notice of a general meeting.

18.2 Method of Giving Notice

A notice may be given to a Member School or a Director either personally, by delivery, courier or by mail posted to such School or Person's Registered Address, or, where the member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

18.3 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

18.4 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

19. MISCELLANEOUS

19.1 Inspection of Records

The documents, including the books of account, of the Society and the minutes of meetings of the Society and the Board will be open to the inspection of the Directors.

The minutes of any general meeting will be open to the inspection of Members in good standing upon not less than (5) days' notice in writing delivered to the Address of the Society to the but a Member will not be entitled or have the right to inspect any other document of the Society.

Notwithstanding the foregoing, a Member may request to inspect a document of the Society and the Society may, in its discretion and in accordance with such policies as may be established by the Board, permit the Member to inspect the document or documents requested.

19.2 Meetings Format

The Board may, in their discretion, determine to hold any general meeting or meeting of the Board, and a committee may, in its discretion, determine to hold any meeting of that committee, to allow for participation, whether in whole or in part, by telephone, video conference call or similar communication equipment that allows all the Members, Directors, or Persons participating in the meeting to hear and respond to one another contemporaneously.

All such Members, Directors, or Persons so participating by approved electronic means in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote recorded by the secretary of such meeting. This method of voting may from time to time be used for passing resolutions.

19.3 Right to become Member of other Society

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

19.4 Not a Reporting Society

Subject to an order of the Registrar pursuant to the *Society Act* stating that the Society is a "reporting society" as defined under the *Society Act*, the Society is not a "reporting society".

20. INDEMNIFICATION

20.1 Indemnification of Directors and Officers

Subject to the provisions of the *Society Act*, each Director and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Society, except in relation to matters as to which he or she will be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" will mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

20.2 Indemnification of Past Directors and Officers

To the extent permitted by the *Society Act*, the Society may indemnify every Person heretofore now serving as a Director or officer of the Society and that Person's heirs and personal representative.

20.3 Advancement of Expenses

To the extent permitted by the *Society Act*, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

20.4 Approval of Court and Term of Indemnification

The Society will apply to the court for any approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director and each officer of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

20.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer of the Society to comply with the provisions of the *Society Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

20.6 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

21. BYLAWS

21.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, a copy of the Constitution and Bylaws of the Society.

21.2 Special Resolution required to Alter or Add to Bylaws

The Constitution and these Bylaws may only be altered by Special Resolution passed in accordance with the *Society Act*.

21.3 Notice of Special Resolutions to Alter

A Member may propose a Special Resolution to alter the Constitution or these Bylaws, provided that any such proposed Special Resolution must be submitted to the Address of the Society not less than 45 days prior to the date which is one year after the last annual general meeting.

21.4 Alterations not Effective until Filed

A Special Resolution to amend the Constitution or these Bylaws is not effective until filed in the prescribed form with the Registrar, in accordance with the *Society Act*.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION ON _____, 2015.

SCHEDULE A**LIST OF STANDING COMMITTEES**

1. Advisory Committee
2. Administrators' Committee
3. Coaching Development Committee
4. Competitive Standards Committee
5. Disciplinary Committee
6. Eligibility Appeal Committee
7. Rules and Regulations Committee
8. Nominations Committee
9. Scholarships and Awards Committee
10. Council of School Athletic Associations
11. Council of Sport Commissioners
12. British Columbia Secondary Schools Badminton Association
13. B.C. High Schools Boys' Basketball Association
14. British Columbia Secondary Schools Girls' Basketball Association
15. British Columbia Secondary Schools Mountain Biking Association
16. British Columbia Secondary Schools Cross Country Association
17. British Columbia Secondary Schools Track and Field Association
18. British Columbia Schools Curling Association
19. British Columbia Secondary Schools Girls' Field Hockey Association
20. British Columbia Secondary Schools Football Association
21. British Columbia Secondary Schools Golf Association
22. British Columbia Secondary Schools Gymnastics Association
23. British Columbia Secondary Schools Rugby Union
24. British Columbia Secondary Schools Soccer Association
25. British Columbia Secondary Schools Ski Association
26. British Columbia Secondary Schools Swimming Association
27. British Columbia Secondary Schools Tennis Association
28. B.C. High School Boys Volleyball Association
29. British Columbia Secondary Schools Girls' Volleyball Association
30. British Columbia Secondary Schools Wrestling Association

SCHEDULE B**ZONES****1. Zone A**

Comprising the East Kootenay Schools Athletic Association and the West Kootenay Secondary Schools Athletic Association

2. Zone B

Comprising the North Okanagan Secondary Schools Athletic Association, the Okanagan Central Schools Athletic Association, the South Okanagan-Similkameen Athletic Association and the West Okanagan Valley Secondary Schools Athletic Association

3. Zone C

Comprising the North Central Districts Schools Athletic Association

4. Zone D

Comprising the Northwest Zone Athletic Association

5. Zone E

Comprising the Lower Vancouver Island Senior Secondary Schools Athletic Association, and the North Vancouver Island Senior Secondary Schools Athletic Association

6. Zone F

Comprising the Burnaby-New Westminister Secondary Schools Athletic Association, the Lower Mainland Independent Secondary Schools Athletic Association, the North Shore Secondary Schools Athletic Association, the Richmond Secondary Schools Athletic Association and the Vancouver Secondary Schools Athletic Association

7. Zone G

Comprising the Abbotsford/Mission Secondary Schools Athletic Association, the Coquitlam Secondary Schools Athletic Association, the Delta Secondary Schools Athletic Association, the Fraser Valley East Secondary Schools Athletic Association, the Langley District Secondary Schools Athletic Association, the Maple Ridge/Pitt Meadows Secondary Schools Athletic Association and the Surrey Secondary Schools Athletic Association

SCHEDULE C**LIST OF RECOGNIZED SCHOOL ATHLETIC ASSOCIATIONS**

1. Abbotsford/Mission Secondary Schools Athletic Association (School Districts 34, 75)
2. Burnaby-New Westminster Secondary Schools Athletic Association (School Districts 40, 41)
3. Coquitlam Secondary Schools Athletic Association (School District 43)
4. Delta Secondary Schools Athletic Association (School District 37)
5. East Kootenay Schools Athletic Association (School Districts 5, 6, 8)
6. Fraser Valley East Secondary Schools Athletic Association (School Districts 33, 78)
7. Langley District Secondary Schools Athletic Association (School District 35)
8. Lower Mainland Independent Secondary Schools Athletic Association
9. Lower Vancouver Island Senior Secondary Schools Athletic Association (School Districts 61, 62, 63)
10. Maple Ridge/Pitt Meadows Secondary Schools Athletic Association (School District 42)
11. North Central Districts Schools Athletic Association (School Districts 27, 28, 57, 59, 60, 81, 91)
12. North Okanagan Secondary Schools Athletic Association (School Districts 19, 22, 83)
13. North Shore Secondary Schools Athletic Association (School Districts 44, 45)
14. North Vancouver Island Senior Secondary Schools Athletic Association (School Districts 47, 64, 68, 69, 70, 71, 72, 79, 84, 85)
15. Northwest Zone Athletic Association (School Districts 49, 50, 52, 54, 82, 87, 92)
16. Okanagan Central Schools Athletic Association (School District 23)
17. Richmond Secondary Schools Athletic Association (School District 38)
18. South Okanagan-Similkameen Athletic Association (School Districts 53, 58, 67)
19. Surrey Secondary Schools Athletic Association (School District 36)
20. Vancouver Secondary Schools Athletic Association (School Districts 39)
21. West Kootenay Secondary Schools Athletic Association (School Districts 8, 10, 20, 51)
22. West Okanagan Valley Secondary Schools Athletic Association (School Districts 58, 73, 74)
23. Fraser Valley Secondary Schools Athletic Association (School Districts 33, 34, 35, 36, 37, 42, 43, 75, 78)
24. Okanagan Valley Schools Athletic Association (School Districts 19, 22, 23, 53, 58, 67, 73, 74, 83)
25. Vancouver & District Inter-High School Athletic Association (School Districts 38, 40, 41, 44, 45)
26. Vancouver Island Secondary Schools Athletic Association (School Districts 47, 61, 62, 63, 64, 68, 69, 70, 71, 72, 79, 84, 85, and Vancouver Island Area Independent Schools)

SCHEDULE D**ADVISORY COMMITTEE TERMS OF REFERENCE**

The Advisory Committee of the Society shall consist of the following members:

1. All Board Members of the Society
2. Two elected positions representing the Athletic Association of Presidents as selected by the Athletic Association Presidents on an annual basis at the May Council meeting.
3. Two elected positions representing the Sport Commissioner as selected by the Sport Commissioners on an annual basis at the May Council meeting.
4. A BC School Trustees' Association Appointee
5. A BC School Superintendents' Association Appointee
6. A BC Principals' and Vice Principals' Association Appointee
7. A BC Confederation of Parent Advisory Councils Appointee.

The Advisory Committee will meet at least two (2) times per fiscal year but may meet more often and at such places and at such times as deemed appropriate, and adjourn and otherwise regulate their meetings and proceedings as they see fit.

The President shall be Chairperson of all meetings of the Committee; but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the 1st Vice President shall act as Chairperson and similarly the 2nd Vice President in the absence of the two (2) above named; but if none of the above is present, the Advisory Committee shall elect one (1) of their members to be Chairperson at the meeting.

The Chairperson at a meeting may not move a resolution.

The quorum of the Advisory Committee shall be a majority of its members.

Minutes of the Advisory Committee Meetings shall be recorded by a member of the office staff, who shall act as Secretary of the meeting. A copy of the minutes shall be sent to each member. The original set of minutes shall be housed in the Society's office.

BC SCHOOL SPORTS CONSTITUTION AND BYLAWS

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BC SCHOOL SPORTS CONSTITUTION

PREAMBLE

Recognizing the need for a co-operative agency to plan, coordinate and assist the interschool athletic activities of this province, it is recommended that the following principles be used as a guide to the Society for this purpose:

1. The aims and objectives of the Society shall be in complete harmony with the aims of education as set forth by the Ministry of Education.
2. Participation in the activities of this Society shall be encouraged as an integral part of the total education process.
3. All students should have the opportunity to realize the physical, social and emotional values that can be derived from interschool competition.

This preamble is unalterable.

Article I: NAME

The name of this Society shall be BC SCHOOL SPORTS and herein referred to as “the Society”.

Article II: PURPOSE

The purpose of the Society shall be to provide leadership for and service to school sports in the Province of British Columbia by;

- (a) coordinating, advocating, promoting and protecting interschool athletics in and among Member Schools;
- (b) establishing, maintaining, and promoting among the Society’s members, students, and others, an interest in athletics, physical recreation and sports;
- (c) fostering the growth and development of a coordinated athletic program in and between the schools of the province;
- (d) assisting in planning and coordinating interschool, interregional and provincial championship activities of Society members;
- (e) promoting the acquisition of athletic skills in the development of and appreciation of athletics through competition;
- (f) promoting fair play in all activities.

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(g) establishing and enforcing policies, rules and regulations for participants involved in interschool competition among Member Schools.

Article III: DISSOLUTION

On the winding up or dissolution of the Society, the assets of the Society shall not be distributed among the members, or any of them, unless such recipient member or members are charitable institutions in existence solely for charitable purposes. After all debts have been paid, or provisions for their payment have been made, the assets remaining shall be paid, transferred or delivered to one (1) or more charitable institutions in existence solely for charitable purposes, which shall be chosen by resolution of the members of the Society, or failing such resolution, by resolution of the Board of the Society. This provision is unalterable.

Article IV: PROFITS

The Society is to operate without purpose of gain or profit to its members and any profits or other accretions to the Society shall be used in promoting its purposes and this provision shall be unalterable.

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BC SCHOOL SPORTS BYLAWS

Article I: INTERPRETATION

1.1 Definitions:

In these Bylaws, unless the context otherwise requires:

- (a) "Board" means the Board of Directors of the Society for the time being;
- (b) "Director" means an individual member of the Board of Directors;
- (c) "Member School" means a school in British Columbia that is accredited by the Ministry of Education as an Elementary-Junior Secondary, Elementary-Secondary, Middle School, Junior Secondary, Senior Secondary, Secondary School, Distributed Learning School, Alternate School or Independent School in funding group classifications 1, 2, or 3, and includes full-time students in any or all of Grades 7 through 12 and fulfils the requirements of membership in BC School Sports;
- (d) "Honourary Awards Recipient" is an individual who has been named as a recipient of the BC SCHOOL SPORTS Honour Award;
- (e) "School Athletic Association" means an organization existing to coordinate school sport competitions within a specific geographical boundary within the Province of British Columbia;
- (f) "Sport Commission" means a sport-specific organization or committee responsible for the organization of secondary school competition as per the terms of reference contained in the Society's Operating Policies;
- (g) "Designated Zone(s) of the Society" means any grouping of one (1) or more School Athletic Associations that have been combined to facilitate representative structures for the Board of Directors and committees;
- (h) "Board of Reference" means an ad hoc committee, appointed by the Board of Directors to deal with Suspension of Membership;
- (i) "Executive Director" means the Executive Director of BC SCHOOL SPORTS.

1.2 Meaning

Words importing the singular include the plural and vice versa.

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Article II: MEMBERSHIP

2.1 Categories of Membership

There shall be two (2) categories of membership in the Society, one (1) voting and one (1) non-voting, as follows:

2.1.1 Voting

(a) Member School, as defined herein, and represented by a designated teacher or Administrator as per 2.2 (a).

2.2 Requirements for Inclusion in Membership

To become a:

(a) Member School, that school:

(i) must submit a letter of request to the Board;

(ii) must meet the definition of a Member School as provided in Article I;

(iii) must be a member in good standing of the local School Athletic Association within whose geographical boundary the Member School is located, and,

(iv) Must be a member in good standing of the Regional School Athletic Association within whose boundary the member school is located, if such a Regional School Athletic Association exists;

(v) may submit a request to the Society that {2.2 (a) (iii)} AND {2.2 (a) (iv)} be waived if the geographical location of the school or the Ministry of Education accreditation status of the school or the Bylaws of the School Athletic Association prevents the school from becoming a member of the local School and/or Regional School Athletic Association. The school must meet all other requirements;

(vi) must be represented at general meetings by a teacher or Administrator assigned to that school, and designated as the school representative by the Administrator of the school, or by a proxy vote carried as per 5.6; and

(vii) Must have paid the membership fee as set from time to time by the Legislative Assembly.

2.3 Conditions for Maintenance of Membership

Each and every member shall:

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- (a)** uphold the Constitution and comply with these Bylaws;

- (b)** Comply with the Society's Competitive Rules and Regulations, Operating Policies and Procedures, and

- (c)** maintain the requirements for membership as listed in 2.2

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Article III: SUSPENSION AND TERMINATION OF MEMBERSHIP

3.1 Ceasing to be a Member in Good Standing

Each member is in good standing except:

3.1.1 That which has failed to pay its current annual membership fees as provided herein, or any other subscription or debt due and owing by it to the Society, and the member shall not be in good standing so long as the debt remains unpaid.

3.1.2 that which has failed to uphold the Constitution and Bylaws, or the Competitive Rules and Regulations, or the Operating Policies and Procedures, of the Society, and has had their membership privileges revoked in accordance with 3.2.

3.2 Suspension of Membership

3.2.1 The rights and privileges of membership may be suspended:

(a) when there is deemed to have been conduct which is considered improper, unbecoming, or likely to endanger the interest or reputation of the Society, or where there has been wilful breach of the Constitution, Bylaws, Operating Policies and Procedures, or Competitive Rules and Regulations of the Society;

(b) when there is failure or inability to comply with the conditions of membership; or

(c) when there is failure, neglect, or refusal to pay any dues, debts or other obligations to the Society for thirty (30) days from the date when the same became due and payable, unless the Board, by resolution, shall grant a further extension.

3.2.2 The following procedure shall apply in the event of an occurrence of any event as outlined in Article 3.2.1 herein;

3.2.2.1 charges against a Member School, citing offences outlined in 3.2.1, can be brought by another Member School (signed by the Administrator), Athletic Association President, Sport Commissioner or on behalf of the Council of Association Presidents or the Council of Sport Commissions, and shall be directed, in writing through the Society President, as follows:

(a) In the case of a Member School being charged, or an Administrator, teacher, coaching representative or team representative of that school being charged, a three (3) person committee, appointed by the Board and to include one (1) member of the Council of Association Presidents,

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as provided herein, to be known as the School Membership Discipline Committee.

(b) In the case of an Honourary Member being charged, a three (3) person committee appointed by the Board, as provided herein, to be known as the Honourary Membership Discipline Committee. The Honourary Award cannot be revoked for any reason, although the on-going services and privileges may be withdrawn by the committee.

3.2.2.2 The member charged shall be notified in each case, together with particulars of the offense alleged.

3.2.2.3 The School Membership Disciplinary Committee hearing shall be held as soon as possible, but within twenty (20) working days of receipt of the initial charge at the latest.

3.2.2.4 The committee designated in 3.2.2.1, after investigating the charges, shall

(a) attempt to settle the matter through discussion and negotiation with all parties concerned, or

(b) rule on the complaint within fifteen (15) working days of a hearing being held, with the following options available to the committee:

(i) no steps taken; complaint not upheld, or

(ii) complaint upheld, but no penalty invoked, or

(iii) a letter of reprimand through the Administrator of the offending member school, requesting that the school modify behaviour within a stated time period, or

(iv) a letter of reprimand through the Administrator of the offending school, with a probationary period of up to three (3) years, citing specific expectations against which any further complaints of conduct filed under 3.2.2.1 can be measured, or

(v) recommendation of suspension of membership to the Board of Reference.

(c) the written report from the committee will be distributed to the complainant, member against which the complaint was filed, president and BCSS office within fifteen (15) working days of the hearing being held.

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3.2.2.5 the Board of Reference shall be an ad hoc committee of three (3) appointed by the Board of Directors. Appointees cannot have been a member of the School Membership Discipline Committee dealing with the same complaint, nor a member of the current Board of Directors of the Society.

3.2.2.5.1 upon receipt of a recommendation of suspension from the school membership discipline committee, the Board of Reference shall:

(a) attempt where possible, to obtain voluntary acceptance of conditions of membership and to resolve disputes by negotiation;

(b) hold a hearing and rule on the matter; or

(c) suspend, following a majority resolution of the Board of Reference, and Member of the Society, and such suspension may be on such terms and upon such conditions as the Board of Reference shall deem fit.

3.2.2.6 Except as otherwise provided herein, a suspension shall remain in force until the terms and conditions set by the Board of Reference are met or successfully appealed. In either case, suspensions shall be discontinued only by a majority resolution of the Board or by a majority resolution of the Legislative Assembly.

3.2.2.7 A member may appeal a suspension ruling by requesting, in writing, a hearing with the Board who shall, upon receipt of an appeal request, hold a hearing and rule on the matter.

3.2.2.8 Where a member has appealed a suspension by the Board of Reference, the Board may, on application by that member, order a stay of any suspension pending outcome of the appeal.

3.2.2.9 The Board shall have the power, by a majority resolution, to reaffirm, modify, or discontinue the suspension of a member.

3.2.2.10 A member who is the subject of a proposed resolution for suspension or who has requested an appeal hearing, shall be given an opportunity for up to three (3) representatives to be heard at the meeting before the resolution to suspend or adjust suspension is voted upon.

3.2.2.11 Notice of a meeting at which a resolution to suspend a member by the Board of Reference or an appeal of a suspension before the Board shall be heard, fixing a time and place for the meeting, shall be sent to such member not

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less than fourteen (14) days prior to the meeting and shall be conclusively deemed to have been properly given if mailed by double registered mail to the registered address of such member at least fourteen (14) days prior to such meeting.

3.3 Termination and Expulsion of Membership

3.3.1 A member wishing to terminate its membership shall indicate its intent in writing to the Board, such termination to become effective upon ordinary resolution of the Board.

3.3.2 A member who has, on at least one (1) occasion previously, been the subject of suspension in accordance with these Bylaws, may, by resolution of the Board following a finding of the occurrence of a second such offence and following the hearing procedure as required in the case of a suspension, be expelled on special resolution of the Board.

3.3.3 The Board, upon receipt of a recommendation for expulsion in writing from the Board of Reference, shall hold a hearing and shall, in writing, notify all parties of its resolution to the Legislative Assembly, recommending either expulsion or that an exception to the conditions of membership as required herein be granted and that membership be retained under specified conditions.

3.3.4 A member who is the subject of a proposed resolution for expulsion or who has requested, in writing, an appeal hearing, shall be given an opportunity for up to three (3) representatives to be heard at the meeting before the resolution is put to a vote and shall receive notice in the same manner in 3.2.2.10.

3.4 Cessation of Membership

A member shall cease to be a member:

(a) on the acceptance by the Board of the member's written notice of intention to terminate its membership;

(b) when, in the case of a Member School, that school ceases to be accredited by the Ministry of Education, or offer full-time enrolment for the Grade levels designated in Article I; or

(c) when, by a majority resolution of the Legislative Assembly, the membership of a suspended member is terminated by expulsion.

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Article IV: BC SCHOOL SPORTS HALL OF FAME HONOUR AWARD

Hall of Fame Honour Award Recipients, individuals who have been named as a recipient of the BC SCHOOL SPORTS Honour Award. Recipients must meet the definition of an Honour Award Recipient as provided in Article I.

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Article V: ORGANIZATION

5.1 The Society shall be comprised of the following decision making bodies;

- (a)** Legislative Assembly;
- (b)** Board of Directors;
- (c)** Management Committee;
- (d)** Committees of the Society;
- (e)** Council of Athletic Association Presidents;
- (f)** Council of Sport Commissioners; and
- (g)** Board of Reference

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Article VI: GENERAL MEETINGS OF THE MEMBERSHIP - THE LEGISLATIVE ASSEMBLY

6.1 The representatives of Member Schools of the Society convened in a general meeting, whether by personal representation or through a proxy representation, shall be known as the Legislative Assembly and shall be the governing body of the Society.

6.2 General meetings of the Society as the Legislative Assembly shall be held at such time and place, in accordance with the Societies Act, as the Directors decide.

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

6.4 The Board may, whenever it thinks fit, or shall, within twenty-one (21) days of a requisition for such a meeting called by ten (10) percent of the general membership, convene an extraordinary general meeting.

6.5 An annual general meeting of the Legislative Assembly shall be held at least once in every calendar year within eight (8) weeks on such date as the Board shall by resolution determine and, in any event, not more than fifteen (15) months after the holding of the last preceding annual general meeting.

6.6 Voting in General Meetings of the Society:

6.6.1 by personal representation of a designated Member School representative as outlined in 2.2 (a)(vi).

6.6.2 by proxy representation of a Member School: Proxy forms must be signed by both the Athletic Director and the Administrator of the Member School, and assigned only to a designated representative of a Member School in good standing who is a member of the same recognized local School Athletic Association. If a Member School cannot be a member of a local School Athletic Association as per 2.2 (a) (v), the Member School can assign the proxy to the designated representative of any other Member School. The individual designated representative of any other Member School. The individual attending the meeting and Administrator of the Member School receiving the proxy must also sign the proxy form.

6.6.3 for the election of the Board of Directors positions of President, 1st Vice President and 2nd Vice President only , voting shall be by a mailed secret ballot. Secret ballot packages shall be mailed to Member Schools twenty-eight (28) days prior to the Annual General Meeting date. The ballot is completed by the designated representative of the Member School, and signed by the Athletic Director and the Administrator. The completed secret ballot package must be returned to the BCSS office on or before the Monday preceding the BCSS Annual General Meeting.

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6.7 Voting on business at general meetings:

6.7.1 special resolutions to amend or revise the Constitution and Bylaws of the Society, or as required by the Society Act or these Bylaws, must be approved by a 75% majority of the registered votes at a general meeting (see 19.2.5)

6.7.2 resolutions to set membership fees or amend Competitive Rules & Regulations must be approved by a majority of registered votes at a general meeting.

6.7.3 resolutions dealing with any other business of the association must be approved by a majority of votes in the room at the time of the decision, as long as the requirements for a quorum (7.6) are still met.

6.8 Parliamentarian:

BCSS may retain the services of a person who, in the opinion of the Executive Director, is qualified to provide Parliamentarian assistance to the President with the implementation of the BCSS business portion of the agenda and who will preside over the presentation and discussion of resolutions, and the conduct of the Annual General meeting or any other general meeting.

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Article VII: PROCEEDINGS AT MEETINGS OF THE LEGISLATIVE ASSEMBLY

7.1 Business of the Annual General Meeting of the Legislative Assembly shall include:

- (a)** the adoption of rules of order;
- (b)** the consideration of the financial statements;
- (c)** the receipt of reports;
- (d)** the report of the auditor;
- (e)** announcement of the Board of Directors
- (f)** the appointment of the auditor, if required;
- (g)** the setting of fees and the allocation of any part thereof to special funds operated pursuant to the objectives of the Society;
- (h)** adoption of Policies and Rules and Regulations for the attainment of the purposes and objectives of the Society; and
- (i)** such other business as, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

7.2 Subject to Bylaw 7.3, the President, 1st Vice-President, 2nd Vice President or, in their absence, one (1) of the other Directors present shall preside as Chairperson of a general meeting.

7.3 If at a general meeting:

- (a)** there is no President, 1st Vice-President, 2nd Vice President, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or
- (b)** the President and all other Directors present are unwilling to act as Chairperson; the members present shall choose one (1) of their members to be Chairperson.

7.4 The Chairperson may not move nor second a resolution.

7.5 Each Member School in good standing, and represented at a general meeting by a designated school representative or through proxy representation, is entitled to one (1) vote.

7.5.1 The representative of a Member School must be a teacher or Administrator assigned to that school, and designated as the school representative by the school Administrator.

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7.5.2 The carrier of a proxy must be a teacher or Administrator, employed at a school who is a member in good standing of the Society.

7.6 A quorum for the Legislative Assembly will include representation from at least 20% of the voting membership in good standing or representation from 50 Member Schools in good standing, whichever number is greater. At least one (1) registered vote from each of the designated zones of the Society must be present. Votes counted in the quorum are those fully registered thirty (30) minutes prior to the published start time of the general meeting.

7.7 Minutes of the Legislative Assembly will be recorded by a member of the office staff, who shall act as Secretary of the meeting. A copy of the Minutes shall be sent to every registered Member School. The original set of Minutes shall be housed in the society's office.

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Article VIII: THE BOARD AND OFFICERS

8.1 Duties and Powers of the Board

8.1.1 There shall be a Board which may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:

(a) All laws affecting the Society;

(b) these Bylaws; and

(c) the Operating Policies and Procedures and Competitive Rules and Regulations consistent with these Bylaws, which are made from time to time by the Society in general meetings.

8.1.2 The powers of the Board shall include the authority to make such Rules and Regulations as they deem necessary in their absolute discretion to facilitate the functioning of the Society and the promotion of its objectives, subject only to approval by a majority of the membership present at the next subsequent general meeting, and such Rules and Regulations shall be binding on the members and on all participants in the programs of the Society.

8.1.3 No rule, or decision made by the Society, in a general meeting, invalidates a prior act of the Board that would have been valid if that rule or decision had not been made.

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

8.1.5 The Board may authorize expenditures beyond any general item of the budget. The Board may not authorize total expenditures exceeding the liquid assets of the Society.

8.1.6 The Board may authorize the employment of an Executive Director, together with other staff as deemed necessary for conducting the Society's business. All staff members are responsible, through the Executive Director, to the Board.

8.1.7 No Director shall be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

8.2 Election of Directors and Officers

8.2.1 The Board of the Society shall consist of seven (7) voting members.

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8.2.1.1 Directors, totalling 7 elected by the whole voting membership. Positions will include:

- (i)** President
- (ii)** 1st Vice President
- (iii)** 2nd Vice President
- (iv)** Four Directors at Large.

8.2.2 The Directors of the Society shall hold office for a two (2) year period, commencing (two) 2 weeks after election at an Annual General Meeting, to two (2) weeks past the second AGM after election.

8.2.3 Properly executed nomination forms for all candidates for 8.2.1.1 positions must be submitted to the Society office by March 25th. Nominations will not be accepted from the floor of the Annual General Meeting. Information on nominated candidates will be pre-circulated to all member schools fifteen (15) days prior to the Annual General Meeting.

8.2.4 Properly executed nomination forms for all candidates for 8.2.1.2 and 8.2.1.3 positions should be submitted to the Chair of the Athletic Association Presidents and the Chair of the Council of Sport Commissioners at least seven (7) days prior to the spring Council of Sport Commissioners meeting.

8.2.5 Separate elections shall be held for each position to be filled, and will be conducted as outlined in these Bylaws, and as follows:

8.2.5.1 elected positions of President, 1st Vice President and 2nd Vice President:

- (i)** every Member School shall mail a secret ballot properly executed to the BCSS office to be received on or before the Monday proceeding the Annual General Meeting

8.2.5.2 three elected positions representing the Athletic Association Presidents as selected by the Council of Association Presidents

8.2.5.3 three elected positions representing the Sport Commissions as selected by the Council of Sport Commissioners.

8.2.6 An election may be by acclamation if only one (1) nomination is received by the March 25th deadline for a position listed in 8.2.1.1.

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8.2.7 All individuals standing for office shall submit their acceptance of the nomination in writing to the BCSS office.

8.3 Eligibility Requirements for Directors

8.3.1 Directors holding office as outlined in 8.2.1.1, 8.2.1.2, or 8.2.1.3 or must meet the following requirements for their complete term of office:

(i) be a teacher or Administrative Officer assigned to a Public Member School, or be a non-instructional teacher or School District Administrator paid by a School District (public school) or be a teacher or Administrator at an Independent Member School;

(ii) not be on a personal leave of absence from a School District or an Independent Member School for more than five (5) months of the term to be served.

8.3.2 An individual nominated for a position as outlined in 8.2.1.2 or 8.2.1.3 may be employed by a School District or Independent Member School in any area of British Columbia, as long as all other eligibility requirements are met.

8.4 Removal of Directors and Officers

8.4.1 A member of the Board represented in 8.2.1.1, 8.2.1.2, or 8.2.1.3 shall cease to hold office in the event that they no longer meet the eligibility requirements of 8.3.

8.4.2 The members may, by special resolution, remove a Director before the expiration of the Director's term of office where there is deemed to have been conduct which is considered improper, unbecoming, or likely to endanger the interest or the reputation of the Society, or where there has been a wilful breach of the Operating Policies and Procedures, or Competitive Rules and Regulations of the Society. The Board of Directors shall appoint a successor to complete the term of office.

8.5 Vacancy on the Board of Directors

8.5.1 The Board may, at any time and from time to time, appoint a person who fulfils the requirements of 8.3 as a Director to fill a vacancy in the Board.

8.5.2 A director so appointed holds office only until the two (2) weeks past the following Annual General Meeting and is eligible for reelection at that meeting.

8.5.3 Succession Planning – In the case of a vacancy in the office of President, the 1st Vice President shall serve as President, in the case of a vacancy in the office of 1st Vice President the 2nd Vice President shall serve as the 1st Vice President. In the case of a

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vacancy in 2nd Vice President the Board of Directors shall appoint a BCSS member to that office.

8.6 Conflict of Interest

8.6.1 A conflict of interest occurs when a Director participates in discussions or decision-making about a matter which may benefit that Director, regardless of the size of the benefit. The conflict must result in direct or indirect benefit to the Director or someone with whom the Director has a close personal relationship.

8.6.2 Any possible conflict of interest on the part of a Director shall be disclosed to the Board.

8.6.3 When any such interest becomes a matter of Board action, such Director cannot vote or use personal influence on the matter, and shall not be counted in the quorum for these decisions at a meeting at which the Board action shall be taken on the interest.

8.6.4 The minutes of all actions taken on such matter shall clearly reflect that these requirements have been met.

8.7 Confidentiality

8.7.1 Directors have a duty to protect the confidentiality of any information received by the Board, and to ensure that all such confidential information will only be used as authorized by the Board.

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Article IX: PROCEEDINGS OF THE DIRECTORS

9.1 The Board will meet at least two (2) times per fiscal year but may meet more often and at such places and at such times as deemed appropriate, and adjourn and otherwise regulate their meetings and proceedings as they see fit.

9.2 The President shall be Chairperson of all meetings of the Board; but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the 1st Vice President shall act as Chairperson and similarly the 2nd Vice President in the absence of the two (2) above named; but if none of the above is present, the Directors shall elect one (1) of their members to be Chairperson at the meeting. (Protem)

9.3 A Director may, at any time, convene a meeting of the Board.

9.4 For a first meeting of the Board 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 Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly-elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.

9.5 Questions arising at any meeting of the Board or Committee of Directors shall be decided by a majority of votes.

9.6 The Chairperson of a meeting may not move nor second a resolution.

9.7 A resolution agreed to in writing by all the Directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.

9.8 A quorum of the Board shall be a majority of its members.

9.9 Minutes of the Board of Directors Meetings will be recorded by a member of the office staff, who shall act as Secretary of the meeting. A copy of the Minutes shall be sent to each Director. The original set of Minutes shall be housed in the Society's Office.

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(Changes approved at May 4, 2013 AGM and filed with Registrar of Companies on November 8, 2013)

Article X: DUTIES OF THE OFFICERS

10.1 The President shall preside at all meetings of the Society and of the Board.

10.2 The President is the Chief Executive Officer of the Society and shall supervise the other Officers and the Executive Director in the execution of their duties.

10.3 The 1st Vice President shall perform the duties of the President in the President's absence, and similarly the 2nd Vice President in the absence of the two (2) above named.

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Article XI: ADVISORY COMMITTEE

11.1 The Advisory Committee of the Society shall consist of the following members:

11.1.1 All Board Members of the Society

11.1.2 Two elected positions representing the Athletic Association of Presidents as selected by the Athletic Association Presidents on an annual basis at the May Council meeting.

11.1.3 Two elected positions representing the Sport Commissioner as selected by the Sport Commissioners on an annual basis at the May Council meeting.

11.1.4 A BC School Trustees' Association Appointee

11.1.5 A BC School Superintendents' Association Appointee

11.1.6 A BC Principals' and Vice Principals' Association Appointee

11.1.7 A BC Confederation of Parent Advisory Councils Appointee.

11.2 The Advisory Committee will meet at least two (2) times per fiscal year but may meet more often and at such places and at such times as deemed appropriate, and adjourn and otherwise regulate their meetings and proceedings as they see fit.

11.3 The President shall be Chairperson of all meetings of the Committee; but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the 1st Vice President shall act as Chairperson and similarly the 2nd Vice President in the absence of the two (2) above named; but if none of the above is present, the Advisory Committee shall elect one (1) of their members to be Chairperson at the meeting.

11.4 The Chairperson at a meeting may not move a resolution.

11.5 The quorum of the Advisory Committee shall be a majority of its members.

11.6 Minutes of the Advisory Committee Meetings shall be recorded by a member of the office staff, who shall act as Secretary of the meeting. A copy of the minutes shall be sent to each member. The original set of minutes shall be housed in the Society's office.

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Article XII: COMMITTEES OF THE SOCIETY

12.1 Standing Committees of the Society

12.1.1 The Legislative Assembly may, by resolution at a general meeting, establish Standing Committees of the Society.

12.1.2 A Standing Committee will be convened to deal with general matters as determined by the appropriate Committee Terms of Reference contained in the Society Operating Policies.

12.1.3 The Standing Committee remains in existence until dissolved by the Legislative Assembly, by resolution at a general meeting.

12.1.4 The Standing Committee is chaired by an individual appointed or elected to the position in accordance with the Committee Terms of Reference contained in the Society Operating Policies. Committee members are appointed or elected to the committee in accordance with the Committee Terms of Reference contained in the Society Operating Policies.

12.1.5 Standing Committees of the Society include:

12.1.5.1 British Columbia Secondary Schools Badminton Association

12.1.5.2 British Columbia High Schools Boys' Basketball Association

12.1.5.3 British Columbia Secondary Schools Girls' Basketball Association

12.1.5.4 British Columbia Secondary Schools Mountain Biking Association

12.1.5.5 British Columbia Secondary Schools Cross Country and Track and Field Association

12.1.5.6 British Columbia Schools Curling Association

12.1.5.7 British Columbia Secondary Schools Girls' Field Hockey Association

12.1.5.8 British Columbia Secondary Schools Football Association

12.1.5.9 British Columbia Secondary Schools Golf Association

12.1.5.10 British Columbia Secondary Schools Gymnastics Association

12.1.5.11 British Columbia Secondary Schools Rugby Union

12.1.5.12 British Columbia Secondary Schools Soccer Association

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12.1.5.13 British Columbia Secondary Schools Ski Association

12.1.5.14 British Columbia Secondary Schools Swimming Association

12.1.5.15 British Columbia Secondary Schools Tennis Association

12.1.5.16 British Columbia Secondary Schools Boys' Volleyball Association

12.1.5.17 British Columbia Secondary Schools Girls' Volleyball Association

12.1.5.18 British Columbia Secondary Schools Wrestling Association

12.1.5.19 Administrators' Committee

12.1.5.20 Coaching Development Committee

12.1.5.21 Competitive Standards Committee

12.1.5.22 Disciplinary Committee

12.1.5.23 Eligibility Appeal Committee

12.1.5.24 Rules and Regulations Committee

12.2 Ad-Hoc Committees

12.2.1 The Board may delegate any, but not all, of its powers to committees consisting of such Director or Directors as they think fit, with the Chairperson of any such committees to be appointed by the Board.

12.2.2 A Committee so formed in the exercise of the power so delegated shall conform to any rules that may from time to time be imposed on it by the Board, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.

12.2.3 If, at any meeting of a committee, the Chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one (1) of their number to be Chairperson of the meeting.

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Article XIII: DESIGNATED ZONES OF THE SOCIETY

13.1 Designated Zones of the Society are groupings of one (1) or more School Athletic Associations that have been combined to facilitate representative structures for the Board of Directors and Standing Committees.

13.2 The Designated Zones of the Society are:

13.2.1 Zone A - The East Kootenay Schools Athletic Association and the West Kootenay Secondary Schools Athletic Association.

13.2.2 Zone B - The North Okanagan Secondary Schools Athletic Association, the Okanagan Central Schools Athletic Association, the South Okanagan-Similkameen Athletic Association and the West Okanagan Valley Secondary Schools Athletic Association.

13.2.3 Zone C - The North Central Districts Schools Athletic Association.

13.2.4 Zone D - The Northwest Zone Athletic Association.

13.2.5 Zone E - The Lower Vancouver Island Senior Secondary Schools Athletic Association, and the North Vancouver Island Senior Secondary Schools Athletic Association.

13.2.6 Zone F - The Burnaby-New Westminster Secondary Schools Athletic Association, the Lower Mainland Independent Secondary Schools Athletic Association, the North Shore Secondary Schools Athletic Association, the Richmond Secondary Schools Athletic Association and the Vancouver Secondary Schools Athletic Association.

13.2.7 Zone G - The Abbotsford/Mission Secondary Schools Athletic Association, the Coquitlam Secondary Schools Athletic Association, the Delta Secondary Schools Athletic Association, the Fraser Valley East Secondary Schools Athletic Association, the Langley District Secondary Schools Athletic Association, the Maple Ridge/Pitt Meadows Secondary Schools Athletic Association and the Surrey Secondary Schools Athletic Association.

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Article XIV: RECOGNIZED SCHOOL ATHLETIC ASSOCIATIONS

14.1 School Athletic Associations are organizations that conduct local and/or league competition within a defined geographical area in the Province.

14.2 To be a recognized School Athletic Association, the Association must

14.2.1 Have stated goals and objectives that are similar to the Society.

14.2.2 Adopt the competitive policies of the Society for sports and age-group levels that are sanctioned by both the Society and the School Athletic Association.

14.2.3 Require membership in the Society for all of the School Athletic Association individual member schools.

14.2.4 Be recognized as the local governing School Athletic Association by the school districts located within the geographical boundaries of the applicable School Athletic Association.

14.2.5 By resolution at a general meeting of the Society, be approved by the member schools as a recognized School Athletic Association.

14.2.6 Have a Disciplinary Committee or group responsible for discipline. This committee may be struck at the regional association level if agreed to by all applicable local associations.

14.2.7 Have a President who is a Teacher or Administrative Officer assigned to a Public Member School, or be a non-instructional Teacher or School District Administrator paid by a School District (public school) or be a teacher or Administrator at an Independent Member School, and who is not on a personal leave of absence from a School District or an Independent Member School for more than five (5) months of the term to be served.

14.3 Recognized School Athletic Associations are:

14.3.1 Abbotsford/Mission Secondary Schools Athletic Association (School Districts 34, 75)

14.3.2 Burnaby-New Westminster Secondary Schools Athletic Association (School Districts 40, 41)

14.3.3 Coquitlam Secondary Schools Athletic Association (School District 43)

14.3.4 Delta Secondary Schools Athletic Association (School District 37)

14.3.5 East Kootenay Schools Athletic Association (School Districts 5, 6, 8)

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14.3.6 Fraser Valley East Secondary Schools Athletic Association (School Districts 33, 78)

14.3.7 Langley District Secondary Schools Athletic Association (School District 35)

14.3.8 Lower Mainland Independent Secondary Schools Athletic Association

14.3.9 Lower Vancouver Island Senior Secondary Schools Athletic Association (School Districts 61, 62, 63)

14.3.10 Maple Ridge/Pitt Meadows Secondary Schools Athletic Association (School District 42)

14.3.11 North Central Districts Schools Athletic Association (School Districts 27, 28, 57, 59, 60, 81, 91)

14.3.12 North Okanagan Secondary Schools Athletic Association (School Districts 19, 22, 83)

14.3.13 North Shore Secondary Schools Athletic Association (School Districts 44, 45)

14.3.14 North Vancouver Island Senior Secondary Schools Athletic Association (School Districts 47, 64, 68, 69, 70, 71, 72, 79, 84, 85)

14.3.15 Northwest Zone Athletic Association (School Districts 49, 50, 52, 54, 82, 87, 92)

14.3.16 Okanagan Central Schools Athletic Association (School District 23)

14.3.17 Richmond Secondary Schools Athletic Association (School District 38)

14.3.18 South Okanagan-Similkameen Athletic Association (School Districts 53, 58, 67)

14.3.19 Surrey Secondary Schools Athletic Association (School District 36)

14.3.20 Vancouver Secondary Schools Athletic Association (School Districts 39)

14.3.21 West Kootenay Secondary Schools Athletic Association (School Districts 8, 10, 20, 51)

14.3.22 West Okanagan Valley Secondary Schools Athletic Association (School Districts 58, 73, 74)

14.3.23 Fraser Valley Secondary Schools Athletic Association (School Districts 33, 34, 35, 36, 37, 42, 43, 75, 78)

14.3.24 Okanagan Valley Schools Athletic Association (School Districts 19, 22, 23, 53, 58, 67, 73, 74, 83)

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14.3.25 Vancouver & District Inter-High School Athletic Association (School Districts 38, 40, 41, 44, 45)

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Article XV: THE COUNCIL OF ASSOCIATION PRESIDENTS

15.1 Membership

15.1.1 Members are Presidents of School Athletic Associations, as defined in 1.1.

15.1.2 If the President is unable to fulfil this role, it is the responsibility of the Athletic Association to appoint another representative to the Council of Association Presidents.

15.2 The Council of Association Presidents shall be chaired by a council member, elected for a one (1) year period by Council members. The Council Chairperson's term may be renewed.

15.3 The Council of Association Presidents shall:

(a) discuss and make recommendations to the Board and the Legislative Assembly on areas of common concern throughout the Province;

(b) provide input on a provincial basis to the Council of Sport Commissioners;

(c) improve communication within the Society;

(d) provide a vehicle for sharing problems and ideas among Associations;

(e) deal with, from time to time, such items and topics which may be assigned to it by the Legislative Assembly and/or the Board; and

(f) deal with, from time to time, such items and topics which may be of concern to School Athletic Associations.

15.4 The Council shall appoint one (1) representative to the School Membership Discipline Committee, as per 3.2.2.1 (a).

15.5 A quorum of the Council of Association President's shall be a majority of its members.

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Article XVI: THE COUNCIL OF SPORT COMMISSIONERS

16.1 Membership

16.1.1 Members are Commissioners who are representatives of the Sport Commissions as defined in 1.1.

16.1.2 If the Commissioner is unable to fulfil this role, it is the responsibility of the Sport Commission to appoint another representative to the Council of Sport Commissioners.

16.2 The Council of Sport Commissioners shall be chaired by a Council member, elected for a one (1) year period by Council members. The Council Chairperson's term may be renewed.

16.3 The Council of Sport Commissioners shall:

(a) discuss and make recommendations to the Board and the Legislative Assembly on areas of common concern throughout the province;

(b) provide input on a provincial basis to the Council of Association Presidents;

(c) improve communication within the Society;

(d) provide a vehicle for sharing problems and ideas among Sport Commissions;

(e) deal with, from time to time, such items and topics which may be assigned to it by the Legislative Assembly and/or the Board; and

(f) deal with, from time to time, such items and topics which may be of concern to Sport Commissions;

16.4 A quorum of the Council of Sport Commissioners shall be a majority of its members.

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Article XVII: NOTICES TO MEMBER SCHOOLS

17.1 Notice of Meeting

17.1.1 Notice of a general meeting shall be given at least fourteen (14) days in advance of that meeting to each Member School of the Society and shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business.

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

17.2 Method of Notice

17.2.1 A notice may be given to a Member School in care of the designated Member School representative, personally, by email, or by mail, to their registered address.

17.2.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted.

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Article XVIII: FINANCES

18.1 Financial Management

The Executive Director shall, under the direction of the Board of Directors, be responsible for the financial management of the Society.

18.2 Signing Officers

The signing officers for all Society accounts and contracts of amounts in excess of \$10,000 shall be one (1) staff person and one Director or any two (2) Directors which shall be identified each year by the Board. For amounts of \$10,000 or less, two (2) office staff members may sign.

18.3 Borrowing Power

The Management Committee shall be empowered to borrow money on behalf of the Society up to a limit set from time to time by the Board of Directors, subject to the Society Act.

18.4 Audit

18.4.1 The accounts of the Society shall be audited annually in accordance with the Societies Act by such persons as are appointed by the members at the Annual General Meeting and, failing such appointment, by such persons as are appointed by the Board.

18.4.2 The professionally audited statement of the financial operations of the Society must be submitted to the Annual General Meeting of the Legislative Assembly.

18.4.3 The fiscal year for all financial accounts of the Society shall be July 1st to June 30th each year.

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Article XIX: CONSTITUTION AND BYLAWS

19.1 Distribution of Constitution and Bylaws

On being admitted to membership, a member is entitled to, and the Society shall give them, without charge, a copy of the Constitution and Bylaws, Operating Policies and Procedures, and Competitive Rules and Regulations of the Society currently in force.

19.2 Amendment to Constitution and Bylaws

19.2.1 The Constitution and Bylaws shall not be altered or added to, except by special resolution as defined in the Society Act.

19.2.2 Notice of special resolutions to amend the Constitution and/or Bylaws must be sent to the Executive Director before the 25th day of March in the year of the annual general meeting for pre-circulation.

19.2.3 Notice of special resolutions to amend the Constitution and Bylaws must be provided to the Legislative Council members fifteen (15) days prior to the date of the annual general meeting.

19.2.4 Approved amendments shall be effective upon acceptance by the Registrar of Companies for British Columbia.

19.2.5 Amendments to the Constitution or Bylaws can be made only by a 75% majority of the registered votes at a general meeting.

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Article XX: SEAL

20.1 The Board may provide for a common seal for the Society.

20.2 The common seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolutions or if no persons are prescribed, in the presence of the President and Executive Director.

Article XXI: INSPECTION OF BOOKS AND RECORDS

21.1 The books and records of the Society may be inspected by any member of the Society upon giving to the Executive Director at least five (5) days notice in writing of the desire for such inspection.

Article XXII: INDEMNIFICATION

22.1 Subject to the Society Act, Board members and committee members shall be indemnified by the Society against all costs, losses and expenses incurred by them in or about the discharge of their respective duties, except where they exceed their realm of duty or where events occur as a result of their own wilful acts, neglects or default.

Article XXIII: PARLIAMENTARY AUTHORITY

23.1 Any matter of order or procedure respecting meetings of the Society for which express provision has not been made in the Bylaws, or for which only partial provision has been made, shall be determined, whenever possible, in accordance with the latest edition of Roberts Rules of Order.