

Schedule 2



**BRITISH COLUMBIA FENCING ASSOCIATION  
BYLAWS**

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## PART 1 - INTERPRETATION

1.1 In these bylaws and the constitution of the Society, unless the context otherwise requires:

"address of the Society" means the address of the Society as filed from time to time with the Registrar in the Notice of Change of Address;

"Board" means the directors 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;

"Board resolution" means a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting;

"bylaws" means the bylaws of the Society as filed in the Office of the Registrar;

"consent resolution of directors" means a resolution passed by a simple majority of the directors in accordance with Section 54(2) of the *Societies Act*. Such approval may be evidenced either by written resolution or email confirmation;

"constitution" means the constitution of the Society as filed in the Office of the Registrar;

"directors" means only those persons who are or who have been elected or appointed as directors in accordance with these bylaws and have not ceased to be directors, and a "director" means any one of them;

"eligible party" has the same meaning as in the *Societies Act*: an individual who is or was a director or senior manager of the society or who holds or held an equivalent position in a subsidiary of the society;

"*Income Tax Act*" means the *Income Tax Act* R.S.C. 1985 c. 1 (5th supp.) as amended from time to time;

"members" means only those persons who are members in accordance with these bylaws, and a "member" means any one of them including Club Members and Individual Members;

"ordinary resolution" means any of the following:

- (i) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members in good standing, whether cast in person or by proxy;
- (ii) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members in good standing; or
- (iii) a resolution passed by a simple majority of the votes cast in accordance with these bylaws by voting members in good standing;

"President" means a person elected to the office of President in accordance with these bylaws;

"registered address" of a member or director means the address of that person as recorded in the register of members or the register of directors;

"Registrar" means the Registrar of Companies of the Province of British Columbia;

"Secretary" means a person appointed to the office of Secretary in accordance with these bylaws;

"Society" means the pre-existing society continued under the *Societies Act* under the name British Columbia Fencing Association;

"*Societies Act*" means the *Societies Act*, SBC 2015, c 18 of British Columbia, as amended from time to time;

"special resolution" means any of the following:

- (i) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members in good standing, cast in person or by proxy;
- (ii) a resolution consented to in writing by all of the voting members in good standing; or
- (iii) a resolution passed by at least 2/3 of the votes cast in accordance with these bylaws by voting members in good standing;

"Treasurer" means a person appointed to the office of Treasurer in accordance with these bylaws;

"Vice-President" means a person appointed to the office of Vice-President in accordance with these bylaws; and

"writing" includes words printed, typewritten, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or reproducing words in visible form.

- 1.2 Words in these bylaws incorporating the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

## **PART 2 - MEMBERSHIP**

- 2.1 Membership in the Society shall be restricted to the persons whose names were on the register of members as at the date of transition to the *Societies Act*, and to those persons who have applied to the Board, are admitted by Board resolution and are either an:
- (a) organization that coordinates and engages in fencing activities ("Club Member"); or
  - (b) individual who engages in regular fencing activity including as an athlete, coach, referee or in another role ("Individual Member").

- 2.2 There shall be two classes of voting members, Club Members and Individual Members. In the absence of any determination establishing a specific term for a member, a member shall continue as a member until ceasing to be a member pursuant to bylaw 2.8.
- 2.3 A voting member in good standing is entitled to one vote.
- 2.4 A corporation, association, society, or club which is a member may vote by its duly authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a member. The chair of a meeting shall be entitled to require any such representative to first produce a certified copy of a resolution of the board of directors or other governing body of the corporation, association, society, or club appointing him as its representative.
- 2.5 Only Individual Members shall be eligible for selection to Society programs, including to receive funding arranged by or from the Society.
- 2.6 Only Club Members shall receive the use of Society equipment, services or financial assistance. Each Individual Member shall be affiliated with a registered Club Member.
- 2.7 The amount of the membership dues shall be determined by the Board and once determined, shall apply in each succeeding membership year until such amount is changed.
- 2.8 A person shall immediately cease to be a member of the Society:
  - (a) upon the date of delivering a resignation in writing to the President or Secretary of the Society or to the address of the Society or the effective date of the resignation stated in the written resignation, whichever is later;
  - (b) upon his or her death;
  - (c) upon ceasing to hold a position or meet the criteria by virtue of which he or she is a member;
  - (d) in the case of a corporation, association, society or club, upon dissolution, bankruptcy or receivership;
  - (e) upon the expiration of the term currently determined stipulating the length of time for which he or she is to be a member; or
  - (f) upon being expelled.
- 2.9 The Board may, by a unanimous vote of the directors, expel any member. No member shall be expelled without being notified of the proposed expulsion and having first been given an opportunity to be heard by the Board at a meeting called for that purpose.
- 2.10 Any member who resigns or is expelled from the Society shall immediately forfeit all right, claim and interest arising from or associated with membership in the Society.
- 2.11 Members shall not be disciplined
- 2.12 The membership of a person in the Society is not transferable.

- 2.13 All members shall be in good standing except a member who has failed to pay his or her current membership dues, or any other subscription or any debt due and owing by such member to the Society, and such member is not in good standing if the debt remains unpaid.

### **PART 3 - MEETINGS OF MEMBERS**

- 3.1 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of members;
  - (b) the keeping of minutes of all meetings of members; and
  - (c) the maintenance of the register of members.
- 3.2 The general meetings of the Society shall be held at such time and place, in accordance with the *Societies Act*, as the directors shall decide.
- 3.3 The Secretary shall give not less than 7 days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 3.4 Notice of a general meeting shall specify the place, the day and the hour of the meeting and the text of any special resolution to be submitted to the meeting.
- 3.5 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.6 An annual general meeting shall be held at least once in every calendar year.
- 3.7 Every general meeting other than an annual general meeting is a special general meeting.
- 3.8 The directors may, whenever they think fit, convene a special general meeting. As required by Section 75 of the *Societies Act*, the directors shall convene a special general meeting of members upon receipt of a written request requesting such a meeting and signed by at least 10% of the voting members in good standing.

### **PART 4 - PROCEEDINGS AT GENERAL MEETINGS**

- 4.1 Special business is:
- (a) all business at a special general meeting except the adoption of rules of order; and
  - (b) all business that is transacted at an annual general meeting, except:
    - (i) the adoption of rules of order;
    - (ii) consideration of the financial statements prepared in accordance with the *Societies Act*;
    - (iii) consideration of the report of the directors;

- (iv) consideration of the report of the auditor, if any;
  - (v) the election or appointment of directors;
  - (vi) the appointment of the auditor if desired; and
  - (vii) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.
- 4.2 In order to have quorum at a general meeting three members must be present.
- 4.3 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 4.6 The President shall chair all general meetings; but if at any general meeting the President is not present within 15 minutes after the time appointed for the general meeting, or requests that he or she not chair that meeting, the voting members in good standing that are present may choose one of their number to chair that general meeting.
- 4.7 If a person presiding as chair of a general meeting wants 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 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 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 shall be given as in the case of the original meeting.
- 4.10 Any issue at a general meeting which is not required by these bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.11 A member that is chairing a general meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

- 4.12 Voting shall be by show of hands or voice vote recorded by the Secretary, unless any two voting members in good standing present at the meeting make a request for a secret vote, a secret vote by written ballot shall be conducted.
- 4.13 Voting by proxy is permitted provided that the proxy has previously been appointed in writing by the member appointing the proxy and the proxy has the written appointment at the meeting. However, a permanent proxy or a proxy entitling a person or member to vote at other than one meeting and any adjournment of that meeting is void.

## **PART 5 - DIRECTORS**

- 5.1 The number of directors shall be five or such other number, not being less than three, as may be determined from time to time by ordinary resolution.
- 5.2 Directors shall be elected or appointed in accordance with these bylaws.
- 5.3 As required by s. 51 of the *Societies Act*, the Society shall file a notice of change of directors with the Registrar of Companies occurring at:
  - (a) a special general meeting, promptly; and
  - (b) an annual general meeting, in the annual report.
- 5.4 Any election or appointment of a director is invalid unless:
  - (a) the individual, so appointed or elected, either consents in writing; or
  - (b) is present at the meeting at which he or she is appointed or elected and consents verbally.
- 5.5 The persons whose names are listed as directors with the Registrar on the date these bylaws are filed with the Registrar will serve as directors until such time as the terms for which they were elected or appointed for expire.
- 5.6 Elected directors and officers may be elected by the members at a general meeting and take office commencing at the close of such meeting.
- 5.7 The term of office of elected directors shall normally be two years, beginning at the close of the annual general meeting in which such director was elected. If the director was elected at a special general meeting, for purposes of calculating the term of office only, such term shall be deemed to have commenced at the close of the annual general meeting next following such special general meeting.
- 5.8 In elections where there are more candidates than vacant positions, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.9 No member shall vote for more directors or officers than the number of vacant positions. Any ballot on which more names are voted for than there are vacant positions shall be void.
- 5.10 Directors may serve repeated consecutive terms.



- 5.11 A person must be a member of the Society in order to serve as a director of the Society.
- 5.12 Every director shall retire from office at the close of the annual general meeting in the year in which his or her term expires.
- 5.13 The members may by special resolution remove a director before the expiration of such director's term of office and may elect or appoint a person as a replacement director and determine the term of such replacement director.
- 5.14 If a director ceases to hold office during his or her term for any reason, other than removal as aforesaid, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 5.15 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.16 A person shall immediately cease to be a director of the Society:
- (a) upon delivering a resignation in writing to the President or Secretary of the Society or to the address of the Society;
  - (b) upon his or her death;
  - (c) upon the expiration of the term currently determined stipulating the length of time for which he or she is to serve as a director;
  - (d) upon ceasing to meet the criteria attached to his or her appointment; or
  - (e) upon being removed as a director by the members.
- 5.17 If no successor is elected or appointed to replace the person who otherwise would cease to be a director and the result is that the number of directors would fall below three, the person previously elected or appointed as director continues to hold office until such time as a successor director is elected or appointed.
- 5.18 Directors shall serve without remuneration, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director may receive compensation for services provided to the Society in another capacity. Provided, however, that a majority of the directors must not receive or be entitled to receive compensation from the Society for services provided to the Society in another capacity.
- 5.19 As required by Section 56 of the *Societies Act*, a director who has a direct or indirect material interest in a contract or transaction, or a proposed contract or transaction, of the Society, or a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a director of the Society, shall
- (a) disclose fully and promptly to the other directors the nature and extent of the director's interest,
  - (b) abstain from voting on a Board resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter,

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

A disclosure under (a) must be evidenced in at least one of either the minutes of a meeting of directors, a consent resolution of directors, or a record addressed to the directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society.

## **PART 6 - PROCEEDINGS OF THE BOARD**

- 6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that 1 days' notice of such meeting shall be sent to each director. No notice shall be necessary if all directors are present at the meeting or waive notice.
- 6.2 Notice to an incoming director is not required for a first meeting of the Board held immediately following a director appointment or election at a general meeting, or for the purposes of appointing a director to fill a vacancy in the Board.
- 6.3 The President may at any time, and the Secretary, on the request of any two directors shall, convene a meeting of the Board.
- 6.4 The Board may fix the quorum necessary for a meeting of the Board, and unless so fixed the quorum shall be two directors. The quorum shall not be less than two.
- 6.5 The President shall chair all meetings of the Board; but if at any meeting the President is not present within 15 minutes after the time appointed for the meeting, or the President requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.
- 6.6 If the person presiding as chair of a meeting of the Board wants 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.
- 6.7 Any issue at a meeting of the Board which is not required by these bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 6.8 A director chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 6.9 Voting shall 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 shall be required.

- 6.10 A consent resolution of directors is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such consent resolution of directors may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 6.11 A director who contemplates being or is temporarily absent from Canada may, by post or electronic means such as facsimile or email, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:
- (a) no notice of meetings of the Board need be sent to that director; and
  - (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

#### **PART 7 - COMMITTEES**

- 7.1 The Board may create such standing and special committees as may from time to time be required which may be in whole or in part composed of directors as the Board thinks fit. The Board may delegate any, but not all, of its power to such committees and any such committee shall limit its activities to the purpose or purposes for which it is created, and shall have no powers except those specifically conferred by the Board. Once the specified time period or the task for which it was appointed has passed or is achieved, a special committee shall automatically be dissolved.
- 7.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall 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 directs.
- 7.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with the necessary alterations, by the rules set out in these bylaws governing proceedings of the Board.

#### **PART 8 - DUTIES OF OFFICERS**

- 8.1 The officers of the Society shall be directors and shall be the President, Vice-President, Secretary and Treasurer and at the first meeting of the Board held after a general meeting, as required, the Board shall elect the officers from among the directors.
- 8.2 The President shall be responsible for chairing general meetings of the Society and Board.
- 8.3 The Vice-President shall carry out the duties of the President during his or her absence.
- 8.4 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Board;

- (b) the keeping of minutes of all meetings of the Board;
  - (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer;
  - (d) the custody of the common seal of the Society;
  - (e) the maintenance of the register of directors; and
  - (f) the conduct of the correspondence of the Society.
- 8.5 The Treasurer shall be responsible for making the necessary arrangements for:
- (a) the keeping of such financial records, including books of account, as are necessary to comply with the *Societies Act*; and
  - (b) the custody and control of the assets of the Society, including the implementation of the instructions of the Board as to the investment of the assets of the Society and the Society's banking transactions; and
  - (c) the rendering of financial statements to the directors, members and others when required.
- 8.6 A person may be removed as an officer by special resolution.
- 8.7 Should the President or any other officer for any reason not be able to complete his or her term, the Board shall elect or appoint a replacement without delay.
- 8.8 If the Secretary is absent from any meeting of the Board, the directors present shall appoint another person to act as secretary at that meeting.
- 8.9 The members may appoint and remove such other officers as they deem necessary and determine the duties, responsibilities, title, and term of all officers.

## **PART 9 - EXECUTIVE DIRECTOR**

- 9.1 The Board may select and appoint an executive director of the Society, determine his or her title and set the terms of his or her duties, responsibilities and employment.

## **PART 10 - MANAGEMENT OF THE SOCIETY**

- 10.1 The property and the affairs of the Society shall be managed by the Board.
- 10.2 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 members in general meeting, but subject, nevertheless, to the provisions of:
- (a) the *Societies Act*;
  - (b) these bylaws; and

- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- 10.3 The Board shall be entitled to retain, rely on the advice of and delegate powers and discretions to lawyers, accountants, financial advisors, investment advisors, agents and similar persons as they determine may be helpful to assist them in performing their duties and, without limitation, may delegate to an investment advisor any and all discretionary investment powers and in doing so shall not be liable.
- 10.4 The members may restrict the borrowing powers of the Board.

### **PART 11 - EXECUTION OF DOCUMENTS**

- 11.1 The Board may provide a corporate seal for the Society, and shall provide for the custody of the seal with an authorized representative. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place.
- 11.2 The seal of the Society shall be affixed only when authorized by the Board, and then only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two directors.
- 11.3 Contracts, documents or any instruments in writing requiring the signature of the Society shall normally be signed by two officers or directors of the Society or such other number of officers or directors as may be determined from time to time by Board resolution or consent resolution of directors. Further, the Board may from time to time by Board resolution or consent resolution of directors appoint a person or persons, any of whom may not be a director or officer, to sign specific contracts, documents and instruments in writing.

### **PART 12 - AUDITOR**

- 12.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 12.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.
- 12.3 At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is re-appointed or his or her successor is appointed at the next following annual general meeting.
- 12.4 An auditor may be removed by ordinary resolution.
- 12.5 An auditor shall be promptly informed in writing of his appointment or removal.
- 12.6 The auditor may attend general meetings.

### **PART 13 - NOTICES**

- 13.1 Notice of a general meeting shall be given at least 7 days and not more than 60 days in advance, to every person shown on the register of members as a member on the day the notice is given. No other person is entitled to be given notice of a general meeting.

- 13.2 Any notice required to be given may be given to a member, a director or a member of a committee either by delivery, electronic means such as facsimile or email, or by mail posted to such person's or representative organization's registered address.
- 13.3 A notice sent by mail shall be deemed to have been given on the third 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 post office receptacle with adequate postage affixed, provided that if there shall be, between the time of mailing and the deemed receipt 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, then such notice shall only be effective when actually received.
- 13.4 Any notice delivered by hand or sent by electronic means such as facsimile or email shall be deemed to have been given on the day it was so delivered or sent.
- 13.5 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 shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

#### **PART 14 - MISCELLANEOUS**

- 14.1 The Board shall from time to time determine to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of meetings of the Board shall be open to the inspection of members of the Society not being directors. In the absence of such determination by the Board, the documents, including the books of account, of the Society shall not be open to inspection of any member of the Society not being a director and no person, other than a member or a director, shall inspect any records of the Society, including those required to be kept under Section 20 of the *Societies Act*, unless required to do so by law.
- 14.2 The Society shall have the right to subscribe to, become a member of and cooperate with any other society, corporation, foundation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

#### **PART 15 - INDEMNIFICATION**

- 15.1 Subject to the provisions of the *Societies Act*, each eligible party of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an eligible party of the Society, except in relation to matters as to which he or she shall 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" shall 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.

- 15.2 Subject to the provisions of the *Societies Act*, no eligible party shall be liable for the acts, neglects or defaults of any other eligible party or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such director or officer.
- 15.3 The Society shall, to the full extent permitted by the *Societies Act*, indemnify and hold harmless, every person serving as an eligible party of the Society and his or her heirs and legal representatives.
- 15.4 Expenses incurred 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 he or she is entitled to indemnification hereunder.
- 15.5 Each eligible party of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each eligible party held such office notwithstanding that he or she no longer continues to hold such office.
- 15.6 The failure of an eligible party of the Society to comply with the provisions of the *Societies Act* or of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 15.7 The Society may purchase and maintain insurance for the benefit of any or all eligible parties against personal liability incurred by any such eligible party.

#### **PART 16 - CLAUSES TRANSFERRED FROM THE CONSTITUTION**

- 16.1 In fulfilling its purpose, the Society may engage in some or all of the following operations, but shall not be limited to the following operations:
- (a) defending and furthering the rights and privileges of those individuals and organizations who participate in fencing in British Columbia;
  - (b) engaging in the organization and staging of competitions for the competitive athlete and the sponsoring of such competitions;
  - (c) assisting in the provision of coaching at the high school, university, community and recreational levels;

- (d) assisting in the promotion of publications which relate to fencing;
  - (e) assisting travel in connection with fencing;
  - (f) soliciting and procuring funding from governmental, public, and private sources;
  - (g) entering into affiliation or reciprocal arrangements with any other organization it is considered advisable in order to further the purpose.
- 16.2 In the event that the Association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the province or elsewhere in Canada as directed by the members. This provision was previously unalterable.

#### **PART 17 - BYLAWS**

- 17.1 On being admitted to membership, each member is entitled to and upon request, the Society shall provide him or her with a copy of the constitution and bylaws of the Society.
- 17.2 These bylaws shall not be altered or added to except by special resolution.