


CAROL PREST

By-Laws Of
Whistler Mountain Ski Club

PART 1
INTERPRETATION

- 1.1 In these By-Laws, unless the context requires otherwise:
- a) **"Address of the Club"** means the address of the Club as filed under the Societies Act;
 - b) **"Annual Fees"** means the annual family membership fee, as determined by the Club from year to year;
 - c) **"Chair"** means the Chairperson of the Board;
 - d) **"Chief Administrative Officer"** or **"CAO"** means the Executive Director or other individual who has been designated by the Directors as the senior manager of the Club;
 - e) **"Directors"** or **"Board of Directors"** or **"Board"** means the properly elected or appointed Board of Directors as provided for in these By-Laws;
 - f) **"Member"** means a person who is admitted to membership in the Club pursuant to these By-Laws;
 - g) **"Program Fees"** means all fees levied by the Club that are not Annual Fees;
 - h) **"Societies Act"** means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
 - i) **"Society"** or **"Club"** means the Whistler Mountain Ski Club; and
 - j) **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds of the Members entitled to vote and present in person or by proxy at the general meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.
- 1.2 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
- 1.3 In construing these By-Laws, reference must be made to the

Societies Act, and words and expressions used in these By-Laws, so far as the context does not otherwise require, have the same meaning as would be the case when used in the Societies Act.

- 1.4 Documents and records that are required to be kept by the Societies Act or by these By-Laws may be kept in a bound or loose-leaf form or electronically or in any other manner that will allow them to be inspected and copied in accordance with the Societies Act.
- 1.5 The headings to these By-Laws are for convenience of reference only and shall not affect the interpretation hereof.

PART 2 **MEMBERSHIP**

Members; Minimum

- 2.1 The Members of the Club are those persons who have become Members in accordance with these By-Laws and have not ceased to be Members. The Society must at all times have three or more Full Members.

Age Qualification

- 2.2 Any person who has reached nineteen years of age prior to and including December 31st of the current year, may make application for one of the categories of membership in the Club specified in By-Law 2.5.

Applications

- 2.3 Applications for membership must be made electronically, in writing or in such other manner specified by the Club, and must be accompanied by the Annual Fee, which will be refunded should the application not be approved.

Approval

- 2.4 Applications for membership are subject to approval by a majority vote of the Directors or, where delegated by the Board, the CAO; upon such approval, the Annual Fee becomes non-refundable.

Membership Categories

2.5 Membership in the Club is divided into three distinct categories with attendant rights and privileges attached to such categories as follows:

- a) "**Full Members**" will have all the rights and privileges to use the facilities of the Club, may attend and vote at all general and special meetings of the Club and may serve as Directors of the Club. Upon Board acceptance and payment of the Annual Fee, Full Membership is available to persons over 19 years of age who:
 - (i) are enrolled in Club programs or have dependents enrolled in Club programs, or
 - (ii) are alumni of the Club (that is, who were formerly enrolled in Club programs for a minimum of two years or whose dependents were formerly enrolled in Club programs for a minimum of two years), or
 - (iii) have made a financial or other commitment to support the Club to a level prescribed by the Directors.
- b) "**Associate Members**" will have full rights and privileges to use the facilities of the Club but may not attend or vote at general and special meetings of the Club and may not serve as Directors of the Club. Upon Board acceptance and payment of the Annual Fee, Associate Membership is available to persons over 19 years of age who:
 - (i) wish to avail themselves of the social programs of the Club, or
 - (ii) are parents or guardians of children or dependents who are enrolled in snow sports programs but are not enrolled in Club programs, or
 - (iii) wish to support the activities of the Club, or
 - (iv) wish to volunteer at Club events.
- c) "**Honorary Members**" are persons who have been recognized by the Club as having made an outstanding contribution in support of the Club or in promotion of snow sports. On nomination by five or more voting Members of the Club or by nomination of the Board the Club

may, at an annual general meeting, on simple majority of those voting at the meeting grant Honorary Member status to those so nominated. The term of Honorary Membership will be established for each Honorary Member by a resolution of the Directors once the member has been granted status. Honorary Members will have full rights and privileges to use the facilities of the Club, may attend and vote at all special and general meetings of the Club and may serve as Directors of the Club. Honorary Members will be exempt from the payment of the Annual Fee.

Fees

- 2.6 The Annual Fees for all categories of membership will be established annually by the Board of Directors.
- 2.7 The Annual Fees are payable in advance from May 1st of each year, and in any event prior to November 1st of each year. Notwithstanding the foregoing, Annual Fees must be paid prior to any Member or their dependents participating in current year programs, and to qualify for voting at meetings of Members.

Compliance with Bylaws, Etc.

- 2.8 Every Member will uphold the Club's constitution and comply with these By-Laws and any rules, regulations and policy statements approved by the Board of Directors from time to time.

Ceasing to be Member

- 2.9 A person ceases to be a Member of the Club:
- a) by delivering his resignation in writing to the Secretary or to the address of the Club;
 - b) on his death;
 - c) on failing to pay his Annual Fees in accordance with By-Law 2.7; or
 - d) on being expelled in accordance with By-Law 2.10.

Expulsions and Suspensions

- 2.10 A Member may be expelled by a Special Resolution of the Members

passed at a general meeting. The Board of Directors has the authority to establish a separate hearing process to investigate any Member's misconduct prior to such general meeting. The notice of Special Resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote. A Member may be suspended by a 2/3 majority vote of the Board of Directors (with that Member abstaining if he sits on the Board) pending a general meeting.

Failure to Pay Fees

- 2.11 All Members are in good standing except the Member who has failed to pay his Annual Fee, Program Fees or any other debt due and owing by him to the Club within a reasonable time as specified by the Club's rules and is not in good standing so long as the debt remains unpaid.

Automatic Suspension

- 2.12 Members who are not in good standing are suspended and cease to enjoy all benefits of membership without further action by the Board including participation (and participation by such Members' dependents) in Club programs **PROVIDED THAT** a majority of the Board (or committee thereof constituted for that purpose) may resolve to enter into arrangements with specific Members who are not in good standing to provide for the timely payment of overdue accounts and temporarily lift such suspension, in whole or in part.

Transferability

- 2.13 Memberships are not transferable.

PART 3 **DIRECTORS**

Number and Qualification

- 3.1 The number of Directors will be as fixed by an ordinary resolution of Members from time to time, but will be a maximum of twelve not including the Chair, Vice-Chair and immediate Past Chair and in any event will not be less than three. A Director must be a Full Member or an Honorary Member of the Club.

Terms; Removal

- 3.2 Subject to Part 7, Directors other than the Vice-Chair, Chair and immediate Past Chair shall be elected for a term of two years following their election. The Chair, Vice Chair and Past Chair will be also Directors during their tenure.
- 3.3 Subject to By-Law 3.2, each Director will hold office as a Director until his term of office expires or until:
- a) he resigns the office of Director by delivering his resignation in writing to the Secretary or to the address of the Club;
 - b) he is found to be of unsound mind by a court of competent jurisdiction;
 - c) he dies or becomes otherwise incapable of acting as a Director;
 - d) he is removed by a 2/3 majority vote of the other Directors because he is absent for more than two consecutive meetings of the Board, or because he is convicted of an offence in connection with the promotion, formation or management of a corporation, society or unincorporated business or an offence involving fraud.

Vacancies

- 3.4 If a vacancy in the office of Director occurs due to one of the events described in By-Law 3.4, or if a vacancy in the office of Director results from an increase in the number of Directors, the remaining Directors may appoint the Directors required to fill any such vacancy or vacancies.

Staggered Terms

- 3.5 To allow for both a change-over in the Board and continuity of Directorship, elections to the Board will be staggered such that at each annual general meeting, one half of the Directors other than the Vice-Chair, Chair and immediate Past Chair shall be elected.

PART 4
POWERS OF DIRECTORS

Powers

- 4.1 The Directors may exercise all such powers and do all such acts and things as the Club may exercise and do, and which are not by the Constitution or these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in general meeting. By way of guidance, the powers of the Directors include, but are not limited to, the following:
- a) to manage, or supervise the management of, the affairs of the Club;
 - b) to enter into contracts in the name of the Club;
 - c) to authorize expenditures;
 - d) to take steps required to enable the Club to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind;
 - e) to make rules, regulations and policy statements to facilitate the functioning of the Club and promote its purposes;
 - f) to invest funds of the Club to facilitate its functioning and promote its purposes;
 - g) to nominate a slate of Directors to be elected by the Members, after receiving advice from the Nominating Committee;
 - h) to nominate the Vice-Chair (or the Chair in the circumstances described in By-Law 7.5), to be elected by the Members, after receiving advice from the Nominating Committee;
 - i) to review and approve the business plan and the strategic plan of the Club;
 - j) to review and approve the annual budget of the Club;
 - k) to oversee committees and sub-committees of the Club;
 - l) to approve Annual and Programs Fees for all categories of membership; and

- m) to appoint and supervise the CAO of the Club.

The delegation of any of the foregoing to the CAO will not derogate the powers of the Board.

Committees

- 4.2 The Board of Directors will appoint such committees from time to time as it deems necessary or desirable to conduct the business of the Club and may delegate any but not all of its powers to such committees as it thinks fit. Any person willing and in the opinion of the Board suitable to act on a committee may be appointed by the Board to such committee whether or not he is a Member or Director of the Club. Every such committee will be subject to the control of the Board and will conform to any rules and regulations that may from time to time be imposed by the Board. The Board may at any time dissolve a committee or terminate any appointment thereto. The Chair may be an ex-officio Member of all committees.

No Invalidity

- 4.3 No rule, motion or resolution made or passed by the Club in general meeting will invalidate a prior act of the Directors that would have been valid if that rule, motion or resolution had not been made or passed.

PART 5 **PROCEEDINGS OF DIRECTORS**

Meetings

- 5.1 The Directors may meet together at such places as they think fit for the dispatch of business, and may adjourn and otherwise regulate their meetings and proceedings, as they think fit. A meeting of the Board of Directors may be convened at any time by the Chair or in his absence by the Vice-Chair or immediate Past Chair, provided that the Chair must convene a meeting of the Board when requested to do so by two Directors.

Notice

- 5.2 Notice of any meetings of the Board of Directors must be given to each Director by mail, email or facsimile not less than five days before the date of such meeting. However, meetings of the

Directors may be held at any time without formal notice if all the Directors are present or if all the Directors who are absent have in writing waived notice or signified their consent to holding the meeting in their absence.

Invalidity

- 5.3 No error or omission in giving notice for a meeting of Directors will invalidate such meeting or proceedings taken at such meeting and any Director may at any time waive notice of such meeting and may ratify and approve proceedings taken thereat.

Quorum

- 5.4 Six Directors will form a quorum for the transaction of business by the Board.

Chair

- 5.5 The Chair will act as Chair of all meetings of the Directors, but if at any meeting the Chair is not present within thirty minutes after the time appointed for holding the meeting, the Vice-Chair or Past Chair, as the case may be, will act as Chair, and if neither is present the Directors present may choose one of their number to be the Chair of the meeting.

No Seconding

- 5.6 No resolution proposed at a meeting of Directors need be seconded and the Chair of any Board meeting will be entitled to propose resolutions.

No Casting Vote

- 5.7 Questions arising at any meeting of the Directors must, unless these By-Laws provide otherwise, be decided by a majority of votes; in the case of an equality of votes the Chair of the meeting will not have a second or casting vote.

Participation by Teleconference

- 5.8 A Director may be present at and participate in a meeting of the Board via telephone, electronic or such other communications facilities as permit all persons participating in the meeting to

communicate simultaneously and instantaneously.

Consents

- 5.9 A resolution in writing signed by all the Directors will be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Such resolution may be in one or more counterparts, which together will be deemed to constitute one instrument.

Waivers

- 5.10 A Director who may be absent temporarily may deliver to the address of the Club a waiver of notice, which may be by letter, facsimile or electronic means, of any meeting of the Directors and may at any time withdraw the waiver. Until the waiver is withdrawn:
- a) no notice of meetings of Directors need be sent to that Director; and
 - b) meetings of the Directors of the Club, notice of which has not been given to that Director will, if a quorum of the Directors is present, be valid and effectual.

Validity of Acts

- 5.11 All acts done at any meeting of the Directors or of a committee of the Directors or by any persons acting as Directors will, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

Rules

- 5.12 The Directors may make such rules and regulations for the conduct of their affairs and the affairs of the Club as they deem desirable, provided that such rules and regulations are not inconsistent with these By-Laws or the Societies Act.

Disclosure of Interests

- 5.13 A Director who is, in any way, directly or indirectly interested in a proposed contract or transaction with the Club must disclose fully

and promptly the nature and extent of his interest in accordance with the Societies Act.

PART 6 **NOMINATING COMMITTEE**

Nominating Committee

- 6.1 Immediately following each annual general meeting, the Board of Directors will appoint a Nominating Committee which will consist of not less than three Full Members of the Club, including two current Directors and be chaired by a past Chair.

Casual Vacancies

- 6.2 From time to time, in response to the Board's request, the Nominating Committee may nominate persons to fill vacancies as officers, Directors and committee members of the Club.

Nominations

- 6.3 Not more than two hundred and seventy days following each annual general meeting the Nominating Committee will issue to the members a call for nominees to the Board. Not less than twenty-one days prior to each annual general meeting the Nominating Committee will select and forward to the Board the list of persons the Nominating Committee proposes that the Board nominate to stand for election as Directors and Vice-Chair at the next annual general meeting.

PART 7 **CHAIR**

Election of Vice-Chair, Chair and Past Chair

- 7.1 The Vice-Chair will be elected by the Members at each second annual general meeting, and hold office for a term of one year. The Vice-Chair will then, having fulfilled his obligations under these By-Laws, become the Chair for a term of two years, following which the Chair will become the immediate Past Chair for a term of one year.

Role of Chair

7.2 The Chair will:

- a) act as the primary spokesperson of the Club;
- b) plan and preside at all meetings of the Club and of the Directors;
and
- c) act as (i) the key liaison between the Board and the CAO and (ii) the primary supervisor of the CAO in the execution of his duties.

Role of Vice-Chair

7.3 The Vice-Chair will support the role of the Chair during his term of office, will acquaint himself with the role and responsibilities of the Chair, and will also perform such duties as the Chair or Board of Directors may prescribe from time to time.

Interim Measures

7.4 If the Chair:

- a) resigns his office by delivering his resignation in writing to the Secretary or to the address of the Club;
- b) is found to be of unsound mind by a court of competent jurisdiction;
or
- c) dies or becomes otherwise incapable of acting as Chair

either (i) the Vice-Chair will assume and carry out the duties of the Chair until the scheduled term of the Chair expires, following which the Vice-Chair will then become the Chair pursuant to By-Law 7.1; or (ii) if a Vice-Chair has not yet been elected, (ii) the Past Chair will assume and carry out the duties of the Chair until the Board appoints an interim Chair pursuant to By-Law 7.5.

7.5 If the Vice-Chair:

- a) resigns his office by delivering his resignation in writing to the Secretary or to the address of the Club;
- b) is found to be of unsound mind by a court of competent jurisdiction;

- c) dies or becomes otherwise incapable of acting as Vice- Chair; or

or if the Chair resigns or is removed pursuant to By-Law 7.4 and is not replaced by the sitting Vice Chair, the Board may appoint an interim Vice-Chair or Chair, as the case may be, to hold that position until the next annual general meeting, at which there will be an open election for the position of Chair to serve out the term of the resigned or removed Vice-Chair or Chair, as the case may be.

PART 8 **OFFICERS**

Chief Administrative Officer

- 8.1 The CAO will be the chief executive officer and senior manager of the Club, will be made responsible for its day-to-day operations, and may be delegated the powers of the board set forth in paragraphs (a) through (f) of By-Law 4.1. In the event of a vacancy in the office of CAO, the Chair will fill the role until an interim replacement is appointed by the Board. The CAO may attend at all meetings of the Board, excluding in camera meetings, but will not have a vote.

Appointment of Secretary and Finance Director

- 8.2 The Board of Directors will, immediately following each annual general meeting, choose from among themselves a Secretary and a Finance Director and may, from time to time, appoint such other officers, if any, as the Directors may determine, who need not be Directors. The Board may remove any officer from office at any time.

Secretary

- 8.3 The Secretary will:
- a) record and keep minutes of all matters transacted at meetings of the Board of Directors and the Members; and
 - b) issue notices of meetings of the Club and of the Board; and
 - c) have custody of the common seal of the Club and all records and documents of the Club except those required to be kept by the Finance Director.

Finance Director

- 8.4 The Finance Director will be responsible for preparing the financial statements of the Club, including those required to be forwarded to Members with the notice of the annual general meeting. Such financial statements must include a balance sheet containing general particulars of the assets and the liabilities of the Club, a statement of income and expenditures and a statement concerning details of the various investments, if any, made by or on behalf of the Club and must include such further particulars as the Board may require. Such statement must, if required by the Societies Act, be audited and signed by the auditors. The Finance Director will provide interim financial statements at least quarterly to the Board. The Finance Director will also work with the CAO to develop the annual budget of the Club.

PART 9 **GENERAL MEETINGS**

Timing

- 9.1 An annual general meeting of the Club must be called by the Directors and be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting.

Special Meeting

- 9.2 A general meeting other than an annual general meeting is a special general meeting.

Calling Meeting

- 9.3 The Directors may at any time call a special general meeting.
- 9.4 Directors must call a special general meeting without delay on the requisition of not less than ten per cent of the Full Members of the Club.

Notice

- 9.5 Notice of a general meeting specifying the place, the day and the hour of the meeting and in the case of special business, the general nature of that business, must be given by mail, email or facsimile not

less than 14 days prior to the meeting. If the general meeting is an annual general meeting, the notice of meeting must also state:

- a) how many Directors are to be elected at the meeting;
- b) the names of all Directors who are retiring from office at the meeting and the names of all Directors whose terms have one year remaining;
- c) the names of all persons nominated by the Nominating Committee for election as Directors and as Vice-Chair (or Chair, in the circumstances described in By-Law 7.5); and
- d) the names of all persons who have delivered to the Secretary or the address of the Club, before the notice of meeting is issued, their written consent to stand for election as a Director or as Vice-Chair supported by their written nomination signed by three Full Members then in good standing.

Non-receipt by any Member of any notice through error or omission will not invalidate the proceedings of any general meeting.

Eligibility

9.6 Only:

- a) persons who have been nominated by the Nominating Committee; and
- b) persons who have delivered to the Secretary or to the address of the Club, at least 21 days prior to the meeting, their written consent to stand for election as a Director or as Vice-Chair (or Chair, in the circumstances described in By-Law 7.5) supported by their written nomination signed by three Full Members then in good standing;

will be eligible for election as Directors or as Vice-Chair (or Chair, in the circumstances described in By-Law 7.5) of the Board at annual general meetings.

Special Business

9.7 Special business includes all business that is transacted at an annual general meeting except:

- a) the adoption of rules of order;
- b) the consideration of the financial statements of the Club;
- c) the report of the Directors;
- d) the report of the officers, if any;
- e) the election of the Directors;
- f) the election of the Vice-Chair, if required (or Chair, in the circumstances described in By-Law 7.5); and
- g) such other business as, under these By-Laws, ought to be transacted at an annual general meeting or business which is brought under consideration by a report of the Directors issued with the notice convening the meeting.

Voting by Proxy

- 9.8 Voting by proxy is permitted at all general meetings. No Member except the Chair of the meeting may hold more than four proxy votes. Only Full Members may hold proxies.

Quorum

- 9.9 At any general meeting a quorum will consist of ten per cent of the Full Members of the Club, present in person or by proxy. If within one hour after the time appointed for a general meeting a quorum is not present, the meeting, if convened upon requisition, will be dissolved. In any other case the meeting will stand adjourned for one week at the same hour and place and, if at the adjourned meeting a quorum is not present within 30 minutes after the appointed time, the Full Members present will form a quorum.
- 9.10 No business, other than the election of a Chair and the adjournment or termination of the meeting, may be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business; a quorum need not be present throughout the meeting.

Chair

- 9.11 The Chair will preside over all general meetings as Chair. In the

absence of the Chair, the Vice- Chair or Past Chair, as the case may be, will act as Chair. In the absence of the Chair and Vice-Chair, the Full Members present may by simple majority elect a Chair for the meeting.

Order of Business

9.12 The order of business at all annual general meetings of the Club will be as follows:

- a) meeting called to order;
- b) minutes of the last meeting;
- c) business arising out of the minutes;
- d) Chair's Report;
- e) reports of other officers and committees;
- f) consideration of financial statements;
- g) election of the Vice-Chair (if required) and the Directors; and
- h) new business

provided that by unanimous consent of all Full Members present the order of business may be suspended or altered.

Voting

9.13 All business of the Club must be presented at any general meeting in the form of a motion or resolution. No resolution proposed at a meeting need be seconded and the Chair of a meeting may move or propose a resolution. Following discussion of the subject matter of the motion or resolution, a vote will be taken. Any resolution put to the vote of the meeting will be decided on a show of hands of the Full Members of the Club unless (before the Chair declares the result of the show of hands) a ballot is directed by the Chair or demanded by at least one Full Member of the Club who is present in person. Unless a ballot is so demanded, a declaration by the Chair of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the

Club, will be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against the resolution.

- 9.14 Questions at any general meeting will be decided by a majority of votes except where a statute or these By-Laws otherwise provide.

Minutes

- 9.15 The Secretary or CAO will cause the minutes of every general meeting to be taken, and such minutes will be signed by the Chair of the meeting and by the Secretary after approval at the next succeeding meeting.

Consent

- 9.16 Notwithstanding the By-Laws of the Club relating to resolutions by the Members, a resolution in writing signed by all the Full Members will be as valid and effectual as if it had been passed at a general meeting duly called and constituted.

Suspension for Lack of Quorum

- 9.17 If at any time during a general meeting there ceases to be a quorum present, the Chair of the meeting may (but is not obliged to) order that the business then in progress be suspended until there is a quorum present or until the meeting is adjourned or terminated.

PART 10 **REGISTER OF MEMBERS**

- 10.1 The Directors will cause the CAO to keep a record in which the names of the Members of the Club are recorded and the CAO will enter therein the name of every person who is admitted as the Member of the Club, together with the following particulars:
- a) full name and resident address of the Member;
 - b) the category of membership;
 - c) the date on which the Member became the Member;
 - d) the date on which any Member ceases to be the Member; and

- e) such other information as the Societies Act may require.

PART 11
REGISTER OF DIRECTORS

- 11.1 The Directors will cause the CAO to keep a record in which the names of the Directors of the Club are recorded, together with the following particulars:
 - a) the full name and resident address of each Director;
 - b) the date upon which such Director became a Director;
 - c) the date upon which such Director ceases to be a Director; and
 - d) such other information as the Societies Act or a resolution of the Directors may require.

PART 12
SEAL

- 12.1 The Directors may provide for a seal of the Club and the safe custody thereof. The seal must not be affixed to any instrument except in the presence of such officer, or officers, or Director or Directors as may be designated from time to time by resolution of the Directors.

PART 13
BANKING AND FINANCE

Administration

- 13.1 The Directors will administer the funds and assets of the Club and will designate the place in which the bank account of the Club will be kept. The Directors may employ counsel, experts, agents, managers, chartered professional accountants and other reasonably necessary advisors in connection with administering and investing the funds and assets of the Club under such terms and conditions and for such remuneration (including customary brokerage fees and commissions) as the Directors may determine from time to time.
- 13.2 Subject to the Constitution and these By-Laws, the Directors may determine the manner in which income arising from the funds, assets and operations of the Club may be used, invested, expended and

distributed in carrying out the purposes and objects of the Club, and determinations of the Directors with respect to such uses, investments, expenditures and distributions will be final.

Borrowings

- 13.3 The Directors may borrow money on behalf of the Club and in its name for the purposes of the Club. They may secure the payment or repayment of moneys in such manner as they consider appropriate and, without limiting the generality of the foregoing, by issuing debentures or granting mortgages, charges or other security interests in or on the present and future assets of the Club. However, no debentures may be issued without the sanction of a Special Resolution of the Members.

Investments

- 13.4 The Directors may invest the funds of the Club in notes, instruments, debentures, mortgages, bonds and term deposits as they deem advisable, provided that investments may not be made by the Club if they would be contrary to the purposes of the Club or the Societies Act or would contravene the provisions of the Income Tax Act and Regulations thereto.

PART 14

INSPECTION OF BOOKS AND RECORDS

- 14.1 The books of account, records and minutes of meetings of the Board of Directors and of the Members must be open for inspection by any Member of the Club at any time during normal business hours at the office of the Club.

PART 15

NOTICE

- 15.1 Unless otherwise provided in these By-Laws, notice may be given to the Member by mail, email or facsimile at his address appearing in the register of Members. A notice sent by mail will be deemed to have been given on the day following that on which notice is posted. A notice sent by email or facsimile will be deemed to have been given on the day it was sent. In proving that notice has been given, it will be sufficient to prove that the notice was properly addressed and sent by prepaid mail or by email or facsimile from Whistler, Vancouver or any other location within British Columbia.

PART 16
LIABILITY OF MEMBERS

- 16.1 No Member of the Club will in his individual capacity be liable for any debts, liabilities or obligations of the Club.

PART 17
LIMITATION OF LIABILITY AND INDEMNITY

- 17.1 Subject to the Societies Act, no Director or officer of the Club will be liable for the acts, neglects or defaults of any other Director or officer or employee or for joining in any act or for any loss, conversion, misapplication or misappropriation of or damage resulting from any dealings with any moneys or other assets belonging to the Club or for any other loss, damage, or misfortune occurring in the execution of the duties of his respective office unless the same happens by or through breach of duty or breach of trust for which he may be liable in relation to the Club.
- 17.2 The Directors may cause the Club to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, officer, employee or agent of the Club, and his heirs and personal representatives, in respect of any liability incurred by him in that capacity.
- 17.3 Subject to the Societies Act, all Directors and other legal representatives of the Club and their heirs, executors and administrators shall from time to time and at all times be indemnified and saved harmless, out of the Club, from and against: (a) any liability and all costs, charges and expenses whatsoever they incur or sustain in respect of any action, suit or proceedings against them for or in respect of any act, deed, matter or things made, done or permitted by them in respect of the execution of the duties of their office (including all legal costs); and (b) all other costs, charges, and expenses that they sustain or incur in or about or in relation to the affairs of the society except such costs, charges or expenses as are occasioned by their own willful neglect or default.

PART 18
AMENDMENTS TO THE BY-LAWS

- 18.1 These By-Laws may be amended only by Special Resolution of the Members of the Club at any meeting of which due notice has been given in accordance with the Societies Act and these By-Laws.

PART 19
REPEAL

- 19.1 The current By-Laws of the Club are repealed as of the coming into force of these By-Laws. However, such repeal will not affect the previous operation of any By-Law so repealed or affect the validity of any act done or any right, privilege, obligation, or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such By-Law prior to its repeal. All Directors, officers, and persons acting under any By-Law so repealed will continue to act as if elected or appointed under the provisions of these By-Laws, and the number of Directors will be the same as the number of Directors so continuing to act, and all the resolutions of the members or Board with continuing effect passed under any repealed By-Laws will continue to be valid and effective except to the extent inconsistent with these By-Laws and until amended or repealed.

**PROVISIONS REMOVED FROM CONSTITUTION OF THE SOCIETY AND ADDED
TO THESE BY-LAWS PURSUANT TO SECTION 240 OF THE 2016 B.C. SOCIETIES
ACT**

1. The operations of the Society are to be chiefly carried on in the Whistler Mountain area, near Alta Lake in the Province of British Columbia.
2. Upon winding up or dissolution of the Society, after all debts and liabilities of the Society (including those properly incurred in the winding up or dissolution) are paid and satisfied, the members of the Society shall distribute the remaining assets of the Society to one or more charitable organizations having objects similar to that of the Society. This provision is unalterable.

END OF DOCUMENT