



MUAYTHAI BC

CONSTITUTION AND BYLAWS

The Constitution and Bylaws contained herein are of the MUAYTHAI BC ATHLETIC ASSOCIATION.

SOCIETY #S0074174

REGISTERED IN THE PROVINCE OF BRITISH COLUMBIA AUGUST 13, 2021

MUAYTHAI BC ATHLETIC ASSOCIATION

Revised June 27, 2024

BC MUAYTHAI CONSTITUTION

NAME 1)

The name of the Society is the MUAYTHAI BC ATHLETIC ASSOCIATION (Muaythai BC).

PURPOSE 2)

To foster, develop and promote the sport of Muaythai, in all its branches, in the Province of British Columbia.

To govern the rules of play for the sport of Muaythai in the Province of British Columbia.

To generally provide whatsoever other assistance is available to support and encourage the sport of Muaythai in the Province of British Columbia.

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BRITISH COLUMBIA MUAYTHAI ASSOCIATION

BYLAWS

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PART 1 – GENERAL

1.1 Affiliation. The Society shall be affiliated with the Muaythai Canada and shall be subject to the bylaws, rules, and regulations of that body.

1.2 Definitions. In this bylaw and all other bylaws of the Society, unless the context otherwise specifies or requires:

(a) "**Act**" means the Societies Act of British Columbia including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

(b) "**Active Member**" means an individual member (Youth or Adult) which is a member of the Society pursuant to these bylaws;

(c) "**Adult**" means an individual who has reached the age of 19 years;

(d) "**Club Member**" means gyms / clubs which are members of the Society.

(e) "**Associate Member**" means a member organization which is a member of the Society pursuant these bylaws.

(f) "**Referee**" means a person registered as qualified under these bylaws and any policies of the Society who may be engaged as an Official;

(g) "**Board**" means the board of directors of the Society;

(h) "**Board Resolution**" means:

(i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the directors entitled to vote on such matter, either: (A) in person, at a duly constituted meeting of the Board; (B) by Electronic Means in accordance with these bylaws; or (C) by combined total of the votes cast in person and by Electronic Means; or

(j) 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 at a meeting of the Board;

(k) "**Books and Records**" means the Listing of Officers, Rules and Regulations, Constitution, bylaws, minutes of the meetings of the Board (unless held "in camera" or otherwise in confidence) and meetings of the members, financial statements and any other records required to be kept by the Society under the Act;

(l) "**bylaw's**" means these bylaws and any other bylaws of the Society as amended and which are, from time to time, in force and effect;

(m) "**Club**" means:

- (i) "Clubs", being those gyms which are registered as gym members with Muaythai BC;
- (n) "**Constitution**" means the original or restated constitution of incorporation or constitution of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- (o) "**Delegate Member**" means a person who is the authorized voting delegate representing a Club Member at meetings of the members of the Society;
- (p) "**Delegate Voting System**" means delegates are appointed or elected by Club Members pursuant to each Club Members' own bylaws. Membership decisions at the meeting of the members are made by votes cast by Delegate members.
- (q) "**Directors**" used in reference to the Society means those persons who have become directors of the Society in accordance with these bylaws and have not ceased to be directors;
- (r) "**Electronic Means**" means any system or combination of systems, including but not limited to telephonic, electronic or web-based technology, that:
- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all participants were present at the same location; or
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (s) "**Eligible Party**" means:
- (i) a director or Senior Manager of the Society, as determined in accordance with these bylaws;
 - (ii) a person who holds or held a position equivalent to what is described in (i) above in a subsidiary of the Society; or
 - (iii) the heir or personal representative of a person described in (i) or (ii) above;
- (t) "**Life Member**" means a person who becomes and remains a member of the Society for life, pursuant to these bylaws;
- (u) "**Members**" used in reference to the Society means those persons who are, or who subsequently become, members of the Society in accordance with these bylaws and, in either case, have not ceased to be members;
- (v) "**Meeting of members**" includes an annual general meeting of members or a special general meeting of members;
- (w) "**Ordinary Resolution**" means a resolution passed by a simple majority of the votes cast in person or by other means, including Electronic Means.;

- (x) **"President"** means a person elected to the office of President of the Society in accordance with these bylaws;
- (y) **"Policies"** includes Rules and Regulations and board approved policies of the Society;
- (z) **"Quorum"**. A quorum at a meeting of the members (AGMs and SGMs) shall be 1/3 of Active Club Members in good standing represented by their Delegate Members.
- (aa) **"Registered Address"** of a member or director means the address of that person as recorded in the register of members or register of directors;
- (bb) **"Registered Office"** means the office of the Society established under Section 12 or 19 of the Act;
- (cc) **"Registered Athlete"** means a person whose application for registration as an athlete with the Society has been validated by the Society or its designate;
- (dd) **"Registrar"** has the same meaning as in the Act;
- (ee) **"Senior Manager"** means a person appointed by the board to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;
- (ff) **"Society"** means Muaythai BC;
- (gg) **"Special General Meeting of Members"** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and
- (hh) **"Special Resolution"** means a resolution passed by majority of not less than 2/3 of the votes cast by those members or delegates;
- (ii) **"Youth"** means an individual who has not reached the age of 19 years.

1.3 Interpretation. In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these bylaws. The headings used in these bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such provisions.

1.4 Corporate Seal. The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Board shall make provisions for the custody of corporate seal. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place. The seal of the Society shall not generally be used in the execution of documents or instruments, and 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.

PART 2 - FORMER CONSTITUTION PROVISIONS

2.1 The operations of the Society are to be carried on within the territorial limits of the Province of British Columbia.

2.2 Upon dissolution of Muaythai BC, the assets which remain after payment of all charges and expenses which are properly incurred in winding up, shall be assigned and distributed to such organizations as may be involved in the sport of Muaythai, or to such charitable organization or organizations as may be determined by the members of Muaythai BC at the time of dissolution.

(a) Upon dissolution of Muaythai BC, any assets that are a result of Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.

2.3 The Head office of Muaythai BC shall be located in the Lower Mainland area, British Columbia.

2.4 Muaythai BC may, from time to time, frame temporary rules or regulations covering specific cases not contained herein, but which may be necessary for the carrying out of the objectives of Muaythai BC.

2.5 Muaythai BC shall be operated without purpose of pecuniary gain to any of its members and any surplus of Muaythai BC shall be used solely for the purposes of Muaythai BC and the promotion of its objectives.

PART 3 - MEMBERSHIP

3.1 Classes of Membership.

There shall be four classes of membership in the Society: Active Full Members, Voting Delegate Members, Associate Members, with each having its own sub-classes; and Life Members.

(1) Active (Full) Members

(a) Youth Members. Defined as those members under the age of 19.

(b) Adult Members - membership shall be open to all properly constituted amateur athletes, operating in and registered with the province of British Columbia as a society.

(2) Voting Club Members

(a) "Voting Club Members" shall be 1 qualified individual appointed by an Active Muaythai Club in good standing with the Society to attend and vote at the meeting of the members in accordance with Part 13 – Delegate Voting System.

(b) In order to be qualified as a "Voting Club Member":

i. the club must be in good standing with Muaythai BC.

- ii. The appointed voting delegate must be a resident of the Province of British Columbia, being a minimum period of six months immediately preceding the meeting of the members.
- iii. be at least 19 years of age; and
- iv. not be:
 - A. found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
 - B. an undischarged bankrupt; or
 - C. convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud.

(3) Associate Members – Non-Voting

(a) Associate Members. Membership shall be open to organizations, on an annual basis, where such admission is of benefit to members and/or the wider Muaythai community.

(4) Life Members – Non-Voting

(a) Life membership shall be available only to individuals who have rendered valuable service to the Society and have been approved for Life membership by the Board of Directors. A Life member shall not be required to pay membership dues.

3.15 Membership fee schedule

Membership Type	
Club Member	\$400
Individual Member	\$40

(a) Dues are to be pro-rated on a quarterly basis for those Individuals / Club members registering throughout the year.

3.2 Admission to Membership

- (a) An organization wishing to become a member must do so in writing by submitting the applicable membership application form to the Society.
- (b) The application will be reviewed by the Society’s Membership Committee for completeness and the applicant’s alignment with the mission, vision, values and objectives of the Society.
- (c) Applications that pass the Membership Committee’s scrutiny shall be sent to the Board for review and approval.

3.3 Rights of Membership

- (a) An Active (Full) Member has the following rights:
 - i. To attend and take part in all Meetings of Members, to receive notice of the Meeting of Members and the agenda within the prescribed time.
 - ii. To have speaking rights at Meetings of Members

- iii. To appoint “Voting Delegate Members” to vote at all Meeting of Members as set out in PART 13 – Delegate Voting System.
- iv. To submit proposals for inclusion on the agenda of all Meetings of Members
- v. To propose amendments to the Bylaws and Rules & Regulations of Muaythai BC
- vi. To requisition the board of directors to call a general meeting as described in PART 5 – Meetings of Members
- vii. To be informed of the affairs of Muaythai BC through the official spokespersons of Muaythai BC Muaythai Constitution & Bylaws
- viii. To take part in competitions and/or other activities sanctioned by Muaythai BC
- ix. To take part in Muaythai BC Provincial Championships
- x. To be advised when it is at risk of failing to meet the Obligations of Membership under 3.4. and what measures are required to meet the Obligations.
- xi. To exercise all other rights arising from the Bylaws, Rules & Regulations, policies and decisions of Muaythai BC.

(b) An Associate Member (Non-Voting) has the following rights:

- i. To attend and take part in all Meetings of Members, to receive notice of the Meeting of Members and the agenda within the prescribed time; however, shall not be entitled to vote at any such meeting.
- ii. To have speaking rights at Meetings of Members
- iii. To be informed of the affairs of Muaythai BC through the official spokespersons of Muaythai BC
- iv. To take part in competitions and/or other activities sanctioned by Muaythai BC as specified within its membership class.
- v. To be advised when it is at risk of failing to meet the Obligations of Membership under 3.4. and what measures are required to meet the Obligations.
- vi. To exercise all other rights arising from the Bylaws, Rules & Regulations, policies and decisions of Muaythai BC.

(c) A Life Member (Non-Voting) has the following rights:

- i. To attend and take part in all Meetings of Members, to receive notice of the Meeting of Members and the agenda within the prescribed time.

- ii. To have speaking rights at Meetings of Members.

3.4 Obligations of Membership

(a) All Members have the following obligations:

- i. To have similar objectives of the Society.
- ii. To comply with the applicable Bylaws, Rules and Regulations, Judicial Code and Policies, other Policies, decisions and directives of Muaythai BC and the statutes, bylaws, regulations, directives and decisions of Muaythai Canada, IFMA at all times.
- iii. To participate in the affairs, programs and activities of Muaythai BC within the reasonable constraints of the member.
- iv. To meet all of its financial obligations to Muaythai BC.
- v. To manage its affairs independently and ensure that those affairs are not influenced unduly by third parties.
- vi. To observe the principles of loyalty, integrity and good sporting behaviour as an expression of fair play through its regulations.
- vii. To respect the Laws of the Sport as determined by IFMA and to ensure these are also respected by its members.
- viii. To provide the books and records of the organization to the Society for inspection upon request.

(b) Active Club Members of the Society have the following obligations:

- i. To register and/or report all of its and its member's, officials and association officials in a format provided by Muaythai BC.
- ii. To have a process in place for accepting new club and/or organizations as members with full benefits that is free from conflict of interest.
- iii. To inform the Society, in writing, the date of its annual general meeting, a minimum twenty-one (21) days prior to the set date.
- iv. Within thirty (30) days following its annual general meeting, to submit a copy of the following to the Society:
 - i. Constitution, bylaws and rules and regulations duly amended for approval.

- ii. Minimum Compilation Engagement financial statements prepared by a licensed CPA in public practice. Review and audit engagements are acceptable.
- iii. A listing of the current officers and directors showing the names, telephone numbers and email addresses of each
- iv. Proof of filing of the organization's annual report with Societies BC v. To submit a discipline report on an annual basis in a format acceptable by the Society vi. To submit a Criminal Record Check Report on an annual basis in a format acceptable by the Society.

(c) Members of the Society have the following obligations:

- i. To make an application for membership renewal with the Society annually, in line with the Society's fiscal year, in a format provided by the Society.
- ii. To register and/or report all of its and its member's and officials in a format provided by Muaythai BC.

(d) To meet its Obligations of Membership under 3.4 Members must be in compliance with the bylaws, rules and regulations, Judicial Code and Policies and decisions of Muaythai BC.

(e) Violations of the obligations by any Member may lead to sanctions provided for in these bylaws or in the Judicial Code & Policies of Muaythai BC.

3.5 Term of Membership.

(a) A member's term shall be from the date the member was accepted into membership in the Society until the date his or her membership terminates pursuant to PART 4 - Membership Dues, Termination and Discipline of these bylaws.

3.6 Non-Transferrable. Membership in the Society is non-transferable.

PART 4 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

4.1 Membership Dues. Membership dues, if any, shall be set by the Board from time to time, subject to approval by the members at a general meeting of the members. The members may approve a different membership fee structure for Active Members and Associate Members. Members shall be notified in

writing of any membership dues at any time payable by them and, if such dues are not paid within 60 days of such notice, the member shall be considered not in good standing.

4.2 Termination of Membership. A membership in the Society is terminated when:

- (a) any specified term of membership expires;
- (b) a member fails to maintain any qualifications for membership specified in Section 3.2 of these bylaws;
- (c) unless otherwise provided in these bylaws, a member is not in good standing for more than 90 days;
- (d) the member resigns by delivering a written resignation to the registered office of the Society, in which case such resignation shall be effective on the date specified in the resignation;
- (e) the member dies, or, in the case of a member that is an organization, is disbanded, dissolved or ceases its operations;
- (f) the member is expelled in accordance with PART 4 - Membership Dues, Termination and Discipline of these bylaws or is otherwise terminated in accordance with these bylaws or by Special Resolution at a meeting of the members in accordance with Section 4.5 of these bylaws, provided that a Life Member may not be expelled by Special Resolution; or
- (g) the Society is liquidated or dissolved under the Act.

Subject to these bylaws, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist.

Monies owing to Muaythai BC by resigning or terminated Members must be paid.

4.3 Failure to Meet Financial or Reporting Obligations of Membership.

- (a) A member may be declared by the Board to be not in good standing due to nonpayment of any financial obligation, non-submission of reporting obligations, or any other outstanding debts to the Society.
- (b) In any case, the member shall be advised in writing of the declaration of not in good standing by the Board. Members shall remain not in good standing until the Board accepts that the debt is cleared or a financial arrangement for repayment of said debt has been entered into with the Society, or until the Board is satisfied of the member's compliance with the bylaws, Rules and Regulations, and board policies of the Society.

A member who is not in good standing or is suspended from membership shall not be eligible to vote at meetings of the members or to participate in the business of the Society at meetings of the members.

4.4 Sanction and Expulsion of Members.

- (a) Sanctions of a Member
 - (i) A Member that violates its obligations as a Member may be suspended by the Board pursuant to subsection 4.4.c.

(ii) A Member may receive sanctions, including suspension, by the Board if it and/or individuals with official roles within seriously and/or repeatedly violates the bylaws, rules and regulations, Judicial Code and Policies, other Policies, decisions and/or directives of Muaythai BC and/or the statutes, bylaws, regulations, directives and decisions of Muaythai Canada or IFMA.

(b) Expulsion of a Member

(i) A Member may be expelled by the Board if:

i. It and/or individuals with official roles within seriously and/or repeatedly violates the bylaws, rules and regulations, Judicial Code and Policies, other Policies decisions and/or directives of Muaythai BC and/or the statutes, bylaws, regulations, directives and decisions of Muaythai Canada or IFMA.

ii. In the case of a Life Member, the person is convicted of a criminal offence under the Criminal Code of Canada or any other domestic or international criminal statute.

(c) Process for the Board to Sanction or Expel a Member

(i) In the event that the Board is presented with an allegation of a serious and/or repeated violation by a Member and/or individuals with official roles within, of the bylaws, rules and regulations, Judicial Code and Policies of Muaythai BC, other Policies the Board shall refer the allegation to the Judicial Chair of Muaythai BC. The Judicial Chair of Muaythai BC shall investigate and/or assign an ethics and/or a discipline panel to review and investigate the allegation. Upon completion of the investigation, the Judicial Chair shall prepare a report that details the investigative process conducted, findings, conclusions and recommendation of potential sanction(s), expulsion or other of the Member. The Judicial Chair of Muaythai BC shall present the report and recommendations to the Board. The Board shall have final authority in determining the sanction(s), or expulsion of a Member.

(ii) The Board must advise the Member of the Member's sanction(s) or expulsion in writing within 20 days of having been presented with the report by the Judicial Chair of Muaythai BC.

(iii) A suspended Member may not exercise any of their Membership rights.

(iv) Upon suspension of a Member, the Board must provide requirements imposed on the Member in order for the Suspension to be lifted.

(v) A suspension will be in effect until the Member meets the requirements imposed by the Board and/or the Board judges that the Member has taken the required steps to become compliant.

(vi) An expelled Member shall lose all Membership Rights.

4.5 Expulsion by Special Resolution. At any meeting of the members where a Special Resolution is sought to expel an Active Member or an Associate Member:

(a) the notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion; and

(b) the Active Member or Associate Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the members' meeting prior to the voting on the Special Resolution to remove that member.

4.6 Delivery of Society Property.

In the event a member is disciplined, suspended, expelled, not in good standing or otherwise terminated from membership in the Society, the member shall, prior to the commencement of their sanction, suspension, or expulsion, deliver up any and all property of the Society in their possession, including but not limited to, records, keys, and access codes. The member agrees that failure to deliver up said property prior to the commencement of the sanction, suspension, or expulsion is irreparable harm to the Society and is appropriate for immediate judicial relief, including an injunction with no undertaking as to damages.

PART 5 - MEETINGS OF MEMBERS

5.1 Annual General Meeting. The Annual General Meeting of the members shall be held within 120 days of the Society's fiscal year end, and at such time as the Board may by resolution determine at any place within Canada or, if all of the voting members so agree before the meeting, outside Canada.

5.2 Special General Meeting. Other meetings of the members may be convened by order of the President at any date and time and at any place within Canada or, if all of the Voting Delegate Members so agree before the meeting, outside Canada.

The Active Club Members of the Society may requisition the directors to call a general meeting for the purposes stated in the requisition; the requisition:

- (a) may be made in a single record or may consist of several records in similar form;
- (b) must contain the names of, and be signed by, not fewer than 10% of the Active Full Members of the Society;
- (c) must state, in 200 words or less, the business to be considered at the meeting, including any special resolution the requisitionists wish to have considered at the meeting;
- (d) must be delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society; and
- (e) must be sent to each individual listed in the society's register of directors. Promptly after a Society receives a requisition:
- (f) the directors must call a general meeting of the members, to be held within 60 days after the date of the Society's receipt of the requisition, to consider the business stated in the requisition; and
- (g) the society must send, with the notice of the meeting, the text of the statement referred to in subsection (c) above.

If, within 21 days after the date of the Society's receipt of a requisition, the directors do not call a general meeting, a majority of the requisitionists may call the meeting. A general meeting called by the requisitionists must be:

- (h) called within 60 days after the expiry of the 21-day period; and

(i) called and held in the same manner, as nearly as possible, as a general meeting called and held by the directors except that notice of the meeting must be sent to every director as well as to every member.

In the case of a meeting called by the requisitionists as set out immediately above, unless otherwise resolved by ordinary resolution at the general meeting, the Society must reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting.

5.2 Voting at General Meeting. The delegate voting system set out in PART 13 - Delegate Voting System of these bylaws shall be used to appoint delegates and determine votes cast at all meetings of the members.

5.3 Persons Entitled to be Present. The only persons entitled to be present at a meeting of members shall be the Voting Delegates appointed by Active Club Members in good standing, the Society directors, the Society staff, invited guests, the auditor (if any) of the Society and such other persons who are entitled or required under any provision of the Act, constitution or these bylaws of the Society to be present at the meeting. The Board shall have a voice but no vote at meetings of the members, subject to the casting vote of the chair, pursuant to Section 5.9 of these bylaws. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Voting Delegates Members.

5.4 Chair of the Meeting. The President, or alternatively the First Vice President or alternatively any Director who is present should the President be absent, are to preside at meetings of the members. In the event that the President and the First Vice President are not present within 15 minutes after the time appointed for holding the meeting or if the President, First Vice President and all other Directors present are unwilling to act as chair, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.5 Notice of Meeting of Members.

- i. Notice of a meeting of members will be given to the auditor, if any is appointed, and to each member at its registered address, in writing (including electronic communication), by mail, courier or personal delivery at least 14 days before the meeting.
- ii. An annual budget for the current fiscal year, prepared by the Finance Committee, will be forwarded to each member and each director at least 21 days before the date of each annual general meeting.
- iii. A copy of the financial statements, together with a copy of the auditor's annual report, shall be forwarded to each Active Full, Associate and Life Member and to each director at least 14 days before the date of each annual general meeting.
- iv. Notice of a meeting will specify the date, time and place of the meeting, and will specify the Electronic Means that are authorized to be used for the meeting (if any).

5.6 Notice of Special Resolution. If a Special Resolution is to be voted on at a members' meeting, the full text of the Special Resolution must be included in the notice to members.

5.7 Quorum. A quorum at any meeting of the members shall be determined in accordance with PART 13 - Delegate Voting System of these bylaws. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of the members, the members then present, or failing that, any two directors, may adjourn the meeting to a fixed time and place pursuant to Section 5.8.

5.8 Adjournment. Notice of the adjourned meeting of the members is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. If at the adjourned meeting a quorum is not present, the members present shall constitute a quorum. No business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.9 Votes to Govern. At any meeting of members every question shall, unless otherwise required by the constitution, these bylaws or by the Act, be determined by a majority vote through the delegate voting system set out in PART 13 - Delegate Voting System of these bylaws. In case of an equality of votes, the chair of the meeting shall have a casting vote.

5.10 Method of Voting. At a meeting of the members, voting must be by a show of hands (electronic hand raises are acceptable), an oral vote or another method that adequately discloses the intention of the Voting Delegate Members, except that if, before or after such a vote, two or more Voting Delegate Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

5.11 Proxies. Voting by proxy is permitted.

- a) Votes of "Voting Delegate Members" may be cast in person or by written proxy in the format provided by Muaythai BC.
- b) A written proxy must be completed by a "Voting Delegate Member".
- c) A written proxy must be held by a "Voting Delegate Member" appointed by the same Active Member.
- d) The proxy shall be filed with the Society no later than seven days prior to any meeting of the members.
- e) Any proxy not filed with the Society may be subject to a fine to the respective Active Member, as determined by resolution of the members at that meeting.

5.12 Business at Annual General Meeting. At a general meeting, the following business is ordinary business:

- i. presentation of credentials;
- ii. roll call;
- iii. minutes of previous annual general meeting;
- iv. business arising;

- v. consideration of the reports, if any, of the directors, officers or auditor;
 - vi. presentation and consideration of the Society's financial statements, prepared in compliance with the Act and the regulations;
 - vii. bylaw amendments;
 - viii. election or appointment of directors;
 - ix. appointment of auditor, if any; and
 - x. business arising out of a report of the directors not requiring the passing of a Special Resolution.
- All other business is special business.

5.13 Annual Report. Within 30 days after an annual general meeting, the Society must file with the Registrar an annual report that includes the date on which the meeting was held, subject to any exceptions or extensions in the Act.

5.14 Process for Amendment. Any written amendment or addition request will be:

- i. received by the Executive Director at least 60 days prior to any general meeting;
- ii. Voting Members will be provided with copies of the proposed amendments at least 45 days prior to any general meeting; and
- iii. no motion may be placed on the floor of a general meeting that obviates or intends to obviate the intention of this Section.

5.15 Board may amend at any time. Notwithstanding anything contained in PART 13 - Delegate Voting System, the Board may amend or add to the Rules and Regulations and Board policies at any time. Such amendments come into effect as determined by the Board.

5.16 Member Not in Good Standing. A Youth or Adult who is a member not in good standing will not be eligible to appoint Voting Delegates or participate in the business of the Society.

PART 6 - DIRECTORS

6.1 General Duties. The property and affairs of the Society shall be managed by the Board.

6.2 Support of Purposes. Every director will subscribe to and support the purposes of the Society.

6.3 Composition of Board. The Board shall be comprised of 6 directors post 2024 AGM, 7 directors post 2025 AGM, and beyond.

6.4 Election and Term. The delegate members will elect the directors at each annual general meeting at which an election of directors is required.

- (a) The Society shall use the plurality voting system so that members elect each of the directors of the Society. The candidates with the most votes shall be declared the winners. In the event

that two or more candidates are tied for the position, a second round of voting shall be conducted. Those candidates with fewer votes than those tied will be eliminated from further consideration. The second round shall then be conducted. Additional rounds of voting shall take place until the position is filled.

(b) Following the election of directors, at the first meeting of the Board, the Board shall elect the vacant executive roles necessary to carry out the duties of The Society, including: President, Vice President and Treasurer. This process shall use the runoff election plurality voting system so that directors at large elect the executive through due process. If no candidate receives at least 50% +1 of the votes cast, the candidate with the least number of votes shall be eliminated from further consideration and another round of voting shall be conducted. This process shall continue until one candidate has at least 50% +1 of the votes cast.

(c) Those directors not elected to an executive role will fill the role of director at large.

(d) The following positions shall be elected in the time frames and order indicated:

(i) Beginning in 2023, on a three-year cycle:

A. In the first year (2023), the President and two director-at large positions shall be elected for three-year terms. Treasurer to be elected for a 4-year term.

B. In the second year (2024), the Vice President, and two director-at-large positions shall be elected for three-year terms. One director at-large position will be voted on by the Board.

C. In the third year (2025), two director-at-large positions shall be elected for three-year terms. One director-at-large position will be voted on by the Board. President will be vacated and the director role up for nomination at the end of the 3-year term.

D. In the fourth year (2026), the President, and three director-at large positions shall be elected for three-year terms. The same individual may be re-elected to the role by director vote, should they be successful in the being voted back into the role of board director.

E. In the fifth year (2027), the Vice-President, Treasurer, and two director-at-large positions shall be elected for three-year terms. One director-at-large position will be appointed by the Board.

F. In the sixth year (2028), two director-at-large positions shall be elected for three-year terms. one director-at-large position will be appointed by the Board.

		Term					
		2023 (Year 1)	2024 (Year 2)	2025 (Year 3)	2026 (Year 4)	2027 (Year 5)	2028 (year 6)
P	President		Acclaimed		Up for election as a D-A-L		
O	Vice President		Acclaimed	Up for election as a D-A-L			
S	Treasure		Acclaimed		Up for election as a D-A-L		
I	D-A-L 1		Acclaimed		Up for election as a D-A-L		
T	D-A-L 2		Acclaimed		Up for election as a D-A-L		
I	D-A-L 3			Up for election as a D-A-L			
O	D-A-L 4			Up for election as a D-A-L			
N							

If at any time necessary, an officer may be elected for a one-year or two-year term so that such officer's term will expire in the necessary year to allow for the election of officers in the manner

set out in this subsection (d). Any one year or two-year term positions will be elected after all three-year positions have been elected.

(e) The term of office for a director shall commence immediately after the annual general meeting provided there is documented consent for the director.

(f) Beginning in 2023, the maximum number of successive terms is three (3), in total nine (9) years. Reintroduction as a board director may occur after two (2) years of not serving as a board director. Directors being elected as the President or Vice-President after being a director-at-large may service an additional two 3-year terms.

(g) At the 2023 AGM, one 3-year term will be allocated against the number of successive terms allotment for those directors who terms are not ending.

6.5 Invalidation of Acts. No act or proceeding of the Board is invalid by reason only of there being less than the required number of directors in office.

6.6 Qualifications. In order to be qualified as a director, an individual must:

(a) be at the time of their election a resident of the Province of British Columbia, being a minimum period of six months immediately preceding the election;

(b) be at least 19 years of age; and

(c) not be:

(i) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;

(ii) an undischarged bankrupt; or

(iii) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:

A. the court orders otherwise;

B. five years have elapsed since the last to occur of:

(1) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;

(2) the imposition of a fine;

(3) the conclusion of the term of any imprisonment; and

(4) the conclusion of the term of any probation imposed; or

C. a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

(d) Submit candidacy interest and required forms to BC Muaythai BC's nominations committee no later than 60 days prior to the AGM in which the candidate is seeking election at.

(e) within 30 days of election or appointment, have completed a Vulnerable Sector Check or Enhanced Police Information Check on file and completed in accordance with Muaythai BC's Criminal Record Check Policy.

6.7 Disqualification. A director who is not qualified to be a director under the Act or these bylaws ceases to hold office as of the date of disqualification.

6.8 Director Non-Compliance. In the event the Board is presented with an allegation of noncompliance by a Director with applicable Bylaws, Rules and Regulations, Judicial Code and Policies, other Policies, decisions and directives of Muaythai BC and the statutes, bylaws, regulations, directives and decisions of Muaythai Canada and IFMA, the Board shall refer the matter to the Judicial Chair of Muaythai BC. The Director shall be advised in writing of the nature and extent of such allegations. The Judicial Chair shall investigate and/or assign an ethics and/or discipline panel to review and investigate the allegation. Upon completion of the investigation, the Judicial Chair shall prepare a report that details the investigative process conducted, findings, conclusions.

- (a) When the Board receives the Judicial Chair's report, the following shall occur:
 - (i) The Board shall advise the Director involved of the conclusions in writing.
 - (ii) If the Judicial Chair's report concluded that the allegations are without grounds, the Board shall take no further action.
 - (iii) If the Judicial Chair's report concluded that the allegations are valid and that the Director should be removed, the Board may seek removal of the Director per subsection 6.9.
 - (iv) If the Judicial Chair's report concluded that the allegations are valid and recommends any other action(s) pursuant to the Judicial Code & Policies Muaythai BC, the Board may implement these action(s) via Board resolution with immediate effect.

6.9 Removal of Director. A director may be removed before the expiration of his or her term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If a director has been removed by Special Resolution, the Members may elect a replacement director by Ordinary Resolution to serve for the balance of the removed director's term of office. The director is entitled to be heard at or prior to the time when the Special Resolution is considered.

If a director has been removed by Board Resolution, the director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

6.10 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 resignation in writing to the President or to the registered office of the Society and the effective date of the resignation stated therein;
- (b) upon the expiry of his term; or, if his term does not expire on the date of an annual general meeting, at the close of the next annual general meeting after the expiry of his term.

- (c) upon the date such person is no longer qualified pursuant to these bylaws;
- (d) upon his removal;
- (e) on absenting himself without cause, the sufficiency of which shall be determined by the Board, from three successive meetings of the Board in a period of one year;
- (f) by willfully neglecting his duties to the Society, as determined by a majority vote of the Board;
- (g) on ceasing to be a resident of the Province of British Columbia; or
- (h) upon his death.

6.11 Executive Roles.

(a) President. This role chairs the Board and is responsible for supervising the other directors in the execution of their duties. This role also chairs meetings of the members of the Society.

(b) Vice President. This role is the vice-chair of the Board and is responsible for supporting the President and carrying out the duties of the President if the President is unable to act. If the President shall become unable to act as President for any reason, the First Vice President shall assume the office of the President until the next Annual General Meeting and an election shall be held for the office of President at the next annual general meeting.

(c) Treasurer. This role is responsible for the supervision of the accounts and records of the Society and doing, or making the necessary arrangements for, the following:

- (i) receiving and banking monies collected from the members or other sources;
- (ii) keeping accounting records in respect of the Society's financial transactions;
- (iii) preparing the Society's financial statements;
- (iv) establishing and chairing a committee that shall include no less than two directors and a senior staff member to carry out the financial affairs of the Society (the "Finance Committee");
- (v) presenting an annual budget designed to avoid incurring a deficit as prepared by the Finance Committee to the membership at the annual general meeting;
- (vi) reviewing and, when necessary, amending the budget, provided any amendments must not affect the member programs or the efficiency of the organization, in an effort to recover the cash decrease as reflected in the audited financial statements of the previous year; and
- (vii) making the Society's filings respecting taxes.

6.12 Duties of the Board. It shall be the duty and responsibility of the Board to:

- (a) review and approve the annual budget, as prepared by the Finance, Audit, and Risk Committee;
- (b) ensure the minutes of Board meetings are properly recorded and filed in the Society's minute book;
- (c) organize an annual general meeting or any other meetings of the members;

- (d) solicit funds at such time and in such manner as deemed advisable by the Board;
- (e) manage and perform such other duties, responsibilities and obligations as may be required by law; and
- (f) maintain all Rules and Regulations which govern the sport of Muaythai among the Active Members and Associate Members of the Society.

6.13 Casual Vacancies. If for any reason a vacancy exists on the Board:

- (a) if more than 90 days remain during his term, the Board may either:
 - (i) call for nominations and hold an election with a mail in ballot to fill the remaining portion of the vacated term; or
 - (ii) appoint a new director to serve until the next annual general meeting; and
- (b) if less than 90 days remain during his term, the Board may either:
 - (i) appoint a new director to serve until the next annual general meeting; or
 - (ii) leave the position vacant until the next annual general meeting.

If the office of President shall become vacant for any reason, the First Vice President shall serve as President and the Board shall appoint a new First Vice President from among the current Board.

6.14 Remuneration of Directors. No director shall be paid any remuneration for services rendered to the Society as director but may be reimbursed for reasonable expenses in acting as a director.

6.15 Resignation from Conflicting Positions.

- (a) No member of the Board shall hold an office, be a director, be an employee, or be a contractor of a member under the jurisdiction of the Society. A newly elected director must relinquish all positions held with a member within a period of 60 days of becoming a director.
- (b) No member of the Board shall hold an office, be a director, be an employee, or be a contractor of a governing body of the Society. A director must relinquish all such positions within a period of 60 days of becoming a director.

6.16 Staff. The Board may engage paid employees as it deems necessary in accordance with the Society's policies.

6.17 Power to Create Committees. The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by resolution of the Board.

6.18 Standing Committees. The Board shall constitute and maintain the following standing committees to be advisory to the Board. The terms of reference of each committee shall be kept up to date and published on the Society's website for public access:

- (a) Finance, Audit and Risk;
- (b) Nominations;
- (c) Governance and Membership;

6.19 Operational Committees. The Executive Director will constitute and maintain operational committees as it deems needed to support the operation, which will be accountable to the Executive Director. The terms of reference of each committee shall be kept up to date and published on the Society's website for public access.

6.20 Judicial. The board shall appoint an individual who does not serve on the Society's board or Committees, its members or affiliated clubs in a staff or volunteer capacity, to oversee the judicial policies and procedures of the Society and its members, including constituting panels as needed to conduct:

- (a) Ethics;
- (b) Protests; and
- (c) Discipline.

6.21 Appeals. The board shall appoint an individual who does not serve on the Society's board or Committees, its members or affiliated clubs in a staff or volunteer capacity to oversee the appeal policies and procedures of the Society and its members, including constituting appeal panels as needed.

6.22 Conflict of Interest. A director who has a direct or indirect material interest in a contract or transaction (whether existing, proposed, or as described in the Society's policies) with the Society, or a matter for consideration by the Board:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter, including any involvement with another organization, private business interest or interest in another non-profit or charitable organization;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

6.23 Board Policies Regarding Conflict of Interest. The Board may establish further policies governing conflicts of interest of directors and others, provided that such policies must not contradict the Act or these bylaws. Without limiting the generality of the foregoing:

- (a) Directors and Senior Managers of the Society must be free of both an actual conflict of interest and an appearance of a conflict of interest.
- (b) On election to the position of director, the newly elected director shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential conflict of interest and shall periodically thereafter update such disclosure when appropriate.
- (c) A director shall not permit that director's own interest to conflict in any way with the director's fiduciary responsibilities to the Society.

(d) A director shall not benefit directly or indirectly from any transaction with the Society unless it is to the clear advantage of the Society, as determined by the Board.

(e) Any deviation or perceived deviation from this conflict-of-interest section of the bylaws shall be acted on only if reported, in writing, by the complainant to the Board.

(f) Any director who, by personal or business conduct, violates any part of this Section 6.23 may be suspended or removed from the Board by a 2/3 majority vote of the entire Board, after an investigation has been made wherein the director concerned has been given a proper hearing with full opportunity to explain the director's action. When such hearing is being initiated, notice of such hearing shall be given to all concerned, in writing, not less than 10 working days before such hearing.

(g) A Director must withdraw from the debate and from voting if there is any risk or possibility that the Director is in a conflict of interest.

PART 7 - MEETINGS OF DIRECTORS

7.1 Place of Meeting. Meetings of the Board may be held at any place within or outside Canada.

7.2 Calling of Meetings. Meetings of the Board may be called by the President of the Board, the First Vice President of the Board or any two directors at any time.

7.3 Regular Meetings. The Board shall meet a minimum of six times per year. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

7.4 Notice of Meeting. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.1 of these bylaws to every director of the Society not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Unless these bylaws or the Act otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting. In emergency circumstances, a meeting of the Board may be held on one day's notice, provided if all directors are not present at that meeting, any decisions made at that meeting must be ratified by Board Resolution in writing or at the next meeting of the Board.

7.5 Quorum. A majority of the number of directors constitutes a quorum at any meeting of the directors, and, despite any vacancy among the directors, a quorum of directors may exercise all of the powers of the directors. If a quorum is not present at the meeting of the directors, the directors then present, shall adjourn the meeting to a fixed time and place pursuant to Section 7.7.

7.6 Adjournment. Any meeting of the Board may be adjourned from time to time by the President of the meeting, with the consent of the directors present at the meeting, which is to be adjourned, to a fixed time and place. Notice of any adjourned meeting of the Board is not required to be given if the

time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

7.7 Chair. The President (or, in the absence or inability of the President, the First Vice President) will, subject to a Board Resolution appointing another person, preside as chairperson at all meetings of the Board. If at any meeting of the Board the President, First Vice President and such alternate person appointed by a Board Resolution, if any, are 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 choose one of their number to preside as chairperson at that meeting. If the person presiding as chairperson of a meeting of the Board wishes to step down as chairperson 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 chairperson. In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Act and these bylaws.

7.8 Votes to Govern. Each director is authorized to exercise one vote. At all meetings of the Board, every question shall be decided by Board Resolution. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

7.9 Meetings by Electronic Means. The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely. Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

PART 8 - SENIOR MANAGERS

8.1 Appointment. The Board may appoint one or more Senior Managers in the discretion of the Board and specify their duties.

8.2 Cessation. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Senior Manager of the Society. Unless so removed, a Senior Manager shall hold office until the earlier of:

- (a) the Senior Manager's successor being appointed;
- (b) the Senior Manager's resignation;
- (c) such Senior Manager ceasing to be a director (if a necessary qualification of appointment); or
- (d) such Senior Manager's death.

If the office of any Senior Manager of the Society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

PART 9 - INDEMNIFICATION

9.1 Indemnify an Eligible Party. Subject to Section 9.4 and the provisions of the Act, a Director / Executive Director will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

9.2 Subsidiary. Notwithstanding Section 9.1, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Society, which position is equivalent to the position of an Eligible Party in the Society itself.

9.3 Advancement of Expenses. To the extent permitted by the Act and subject to Section 9.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action 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 Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

9.4 Indemnification prohibited. Notwithstanding Sections 9.1 and 9.2, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

- (a) has already been reimbursed for such expenses;
- (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
- (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or
- (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

9.5 Non-compliance. The failure of an Eligible Party of the Society to comply with the provisions of the Act, or of the constitution or these bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

9.6 Deemed Contract. Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

9.7 Insurance. The Society may purchase and maintain insurance for the benefit of any or all directors, Senior Managers, employees or agents against personal liability incurred by any such person as a director, Senior Manager, employee or agent.

PART 10 - NOTICES

10.1 Method of Giving Notices. Unless otherwise specified in the constitution, these bylaws or the Act, any notice (which term includes any communication or document) to be given, sent, delivered or served to a member, director, Senior Manager or member of a committee of the Board or to the auditor shall be sufficiently given, if:

- (a) delivered personally to the person to whom it is to be given or if delivered to such person's registered address;
- (b) mailed to such person at such person's registered address by prepaid ordinary or air mail; or
- (c) sent to such person in writing by telephonic, electronic or other communication facility at such person's registered address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the registered address as aforesaid. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The board or designate may change or cause to be changed the recorded address of any member, director, Senior Manager, auditor or member of a committee of the Board in accordance with any information believed by the board or designate to be reliable. The declaration by the board or designate that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or Senior Manager of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, typewritten or printed.

10.2 Omissions and Errors. The accidental omission to give any notice to any member, director, Senior Manager, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice. Attendance at a meeting in which notice was accidentally omitted is acceptance of adequate notice.

PART 11 - DOCUMENTS AND RECORDS

11.1 Execution of Documents. Instruments in writing requiring execution by the Society may be signed in such a manner as the Board may from time to time designate by resolution and all instruments in

writing so signed shall be binding upon the Society without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint any person or persons on behalf of the Society either to sign instruments in writing generally or to sign specific instruments. Any signing Senior Manager may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

11.2 Access to Records.

(a) The documents including the financial records of the Society and the minutes of meetings of members, committee meetings and meetings of the Board will be open to the inspection of any director at reasonable times.

(b) A member in good standing is entitled, subject to any Board Resolution under Section 25 of the Act, upon providing not less than 14 days' notice to the Society, to examine any of the following documents and records of the Society at the registered office of the Society during the Society's normal business hours:

- (i) the constitution and these bylaws, and any amendments thereto;
- (ii) the statement of directors and registered office of the Society;
- (iii) minutes of any meeting of members, including the text of each resolution passed at the meeting;
- (iv) resolutions of the members in writing, if any;
- (v) annual financial statements relating to a past fiscal year that have been received by the members in a meeting of members;
- (vi) the register of directors;
- (vii) the register of members;
- (viii) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (ix) copies of orders made by a court, tribunal or government body in respect of the Society;
- (x) the written consents of directors to act as such; and
- (xi) the disclosure of a director or Senior Manager regarding a conflict of interest.

(c) Except as expressly provided by statute or at law, a member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a member in good standing may request, in writing delivered to the registered office of the Society, to examine any other document or record of the Society and the Board may allow the member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

(d) Copies of documents to which a member is allowed to examine may be provided on request by the member for a reasonable production fee to be determined by the Board.

11.3 Inspection by Non-Members. A non-member may only inspect the records of the Society with permission of the Board. A non-member may not inspect the register of members.

11.4 Use of Members and Directors Register. A person must not use contact information that the person obtains from an inspection of the Society's register of members or directors except in connection with matters related to the activities or internal affairs of the Society and in compliance with the Act.

PART 12 - FINANCIAL MATTERS

12.1 Financial Year End. The financial year end of the Society shall be determined by the Board from time to time.

12.2 Investment. The Board may, without authorization of the members, invest in any investment which it deems will benefit the Society.

12.3 Borrowing. Subject to these bylaws, the Board may, without authorization of the members:

- (a) borrow up to \$150,000 on the credit of the Society, of which \$100,000 may only be short term debt to be paid within 60 days of incurring the debt;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society, subject to the above-imposed financial limits;
- (c) give a guarantee on behalf of the Society to secure performance of an obligation of any person, subject to the above-imposed financial limits;
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, other than real property, owned or subsequently acquired, to secure any obligation of the Society, subject to the above-imposed financial limits; and
- (e) enter into multi-year capital leases in conducting the business of the Society, to a maximum amount not exceeding \$100,000.

12.4 No encumbrances or sale of real estate. No encumbrances shall be placed upon the real property owned by the Society. Real property owned by the Society shall not be sold without approval of the majority for the membership at a general meeting.

12.5 Signing Officers. The signing officers of the Society shall be the Treasurer, the Executive Director, any other director(s) appointed by the Board and up to one additional employee of the Society appointed by the Board. Two signing officers shall sign all cheques issued by the Society.

12.6 Banking Arrangements. The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by a Senior Manager or Senior Managers of the Society and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

12.7 Annual Financial Statements. The Society may, instead of sending copies of the annual financial statements, and any further information respecting the financial position of the Society and the results of its operations as required by the Act, regulations, bylaws or other agreements, provide such items to the members by the following means:

- (a) publishing a notice to its members stating that the annual financial statements and such other documents described above are available at the registered office of the Society and any member may, on request, obtain a copy free of charge at the registered office, Electronic Means or by prepaid mail; or
- (b) by posting the annual financial statements and such other documents described above on the Society's website, provided that the Society publishes a notice to its members stating that the financial information with respect to the Society is available on its website.
- (c) The society must comply with the following viaSport designation requirements:
 - (i) Budgets and financial: organizations must have annual approved operating budgets and prepare financial statements each fiscal year based on the following:
 - (1) Organizations with over \$1 million in annual revenue must have their financial statements audited by an independent licensed public accountant.
 - (2) Organizations under \$1 million in annual revenue must have a review engagement unless their own governing documents or those of their direct governing body require them to have an audit.
 - (3) Organizations under \$100,000 in annual revenue must complete a compilation engagement.

12.8 Auditor/Accountant. The Society shall have an auditor who is a licensed Chartered Professional Accountant, appointed by the members by Ordinary Resolution at the annual general meeting of the Society, to hold office for the term set out in the Act and perform the duties as set out in the Act.

PART 13 - DELEGATE VOTING SYSTEM

13.1 Accredited Voting Delegate Members.

"Voting Delegate Members" appointed to attend meetings of the members of the Society shall be the authorized "Voting Delegates Members" of each Active Member in good standing. Further:

- (a) the names of the "Voting Delegate Members" shall be filed with the Society by each Active Member no later than seven days prior to any meeting of the members unless approved by a majority of the "Voting Delegate Members" at the same meeting; and
- (b) the "Voting Delegate Members" shall provide the Society, prior to the start of the meeting of the members, confirmation authorizing the "Voting Delegate Members" to attend on behalf of the Active Member.

13.2 Delegate Voting.

- (a) Each Active Club Member shall be eligible to appoint one "Voting Delegate Member" at Meetings of Members.
- (b) Votes not assignable. No Active Full Member shall be permitted to assign or proxy its voting privileges to another Active Full Member.

(c) Failure to select a Delegate Member. Any Active Member not represented by a Delegate Member at a meeting of the members without cause may be subject to a fine, as determined by resolution of the members.

PART 14 - ALTERNATIVE DISPUTE RESOLUTION

14.3 Any person or organization will not take disputes to ordinary courts of law without first exhausting all available remedies as provided for by independent and duly constitution arbitration tribunals recognized under the rules of the Society, Muaythai Canada, or IFMA.

14.4 The Society supports the principles of alternative dispute resolution and is committed to the techniques of mediation and arbitration as effective ways to resolve disputes and to avoid the uncertainty and cost associated.

PART 15 - ALTERATIONS TO THE CONSTITUTION OR BYLAWS

15.3 Amendment to Occur at a Meeting of the Members. No change or amendment shall be made to the Constitution or bylaws of the Society except at a meeting of the members.

15.4 Procedure for Amendment. Proposed amendments to the Constitution or bylaws will only be considered if submitted, in writing, to the Society by a Gym Club Member, or by the Board. Notice of mention of the proposed amendments must be received by the Society at least 60 days prior to any meeting of the members.

15.5 Votes Required for Amendment. Adoption of any proposed amendment to the Constitution or bylaws requires approval by Special Resolution